MARVEL

the AMAZING SPIDER-MAN

PEOI
-AFTER-
McFARLANE

THE COMPLETE CLONE SAGA EPIC

the AMAZING SPIDER-MAN

THE COMPLETE CLONE SAGA EPIC

the AMAZING SPIDER-MAN

THE COMPLETE CLONE SAGA EPIC
BOOK 3

WRITERS
Tom DeFalco, J.M. DeMatteis, Terry Kavanagh, Tom Lyle, Stan Lee, Howard Mackie & David Michelinie

PENCILERS
Mark Bagley, Robert Brown, Sal Buscema, Steven Butler, Ron Garney, Tom Grummett, Dave Hoover, Kyle Hotz, Steve Lightle, Ron Lim, Tom Lyle, Darick Robertson, John Romita Jr., Tod Smith & Joe St. Pierre

INKERS
Greg Adams, Ralph Cabrera, Sam De LaRosa, Randy Emberlin, Armando Gil, Scott Hanna, Don Hudson, Klaus Janson, Larry Mahlstedt, Al Milgrom, Tom Palmer, Jimmy Palmiotti, George Pérez, Joe Rubinstein, Bill Sienkiewicz, Arne Starr & Tim Tuohy

COLORISTS
Chia-Chi Wang, Randy Emberlin, John Kalisz, Marianne Lightle, Malibu, Tom Smith, Kevin Tinsley & Wolf Pack with Salvador Mancha

LETTERERS
John Costanza, Steve Dutro, Loretta Krol, Bill Oakley, N.J.Q., Clem Robins, Joe Rosen & Richard Starkings/Comicraft

EDITORS
Mark Bernardo, Tom Brevoort, Eric Fein, Danny Fingeroth & Mark Powers

WITH THANKS TO
Todd DeZago, Phil Gosier & Mike Manley

Front Cover Artist: Joe St. Pierre
Front Cover Colorist: Thomas Mason

Collection Editor: Mike O'Sullivan
Editorial Assistants: James Emmett & Joe Hochstein
Assistant Editors: Alex Starbuck & Nelson Ribeiro
Associate Editor: John Denning
Editors, Special Projects: Mark D. Beazley & Jennifer Grünwald
Senior Editor, Special Projects: Jeff Youngquist
Senior Vice President of Sales: David Gabriel
Research: Jeph York
Production: ColorTek
Book Designer: Arlene So

Digital Manager/Production: Tim Smith 3
Digital Production: Kou Chen & Meghan O'Leary
Editor In Chief: Joe Quesada
Publisher: Dan Buckley
Executive Producer: Alan Fine

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

SPIDER-MAN®

THE CLONE JOURNAL

MARCH 1995

™

SPIDER SPECIAL

2.95 US/4.00 CAN

BLACK

HE IS AN **ENIGMA**, THIS CRIMSON CLAD WEB-SPINNER; HEROIC BY NATURE, HEROIC IN DEED, HE INSTINCTIVELY FINDS HIMSELF USING HIS **AMAZING** ABILITIES TO DO THE **RIGHT THING**, FIGHTING ON THE SIDE OF **GOOD**.

DUBBED THE **SCARLET SPIDER** BY A ZEALOUS JOURNALIST WITH A PENCHANT FOR DYNAMIC ALLITERATION, THIS HERO WITH ABILITIES SO SIMILAR TO THOSE OF THE SPECTACULAR **SPIDER-MAN** --

-- REMAINS A **PARADOX** -- A **RIDDLE** --

-- A **MYSTERY**.

EVEN TO HIMSELF.

FOR OF HIS LIFE, HE KNOWS ONLY THIS -- THAT HE HAS BEEN A **PAWN** -- **USED** AND **MANIPULATED.**

THAT HIS "LIFE" -- HIS EXISTENCE -- IS THE FINAL RESULT OF THE TWISTED **WHIMS** OF A **MADMAN.**

THAT HE WAS "CREATED" WHEN PROFESSOR **MILES WARREN** -- THE VILLAINOUS **JACKAL** -- CLONED THE GENETIC MATERIAL OF STUDENT PETER PARKER --

-- THE YOUNG MAN HE KNEW TO BE THE **AMAZING SPIDER-MAN!**

AND THIS SCARLET SPIDER -- THE MAN NOW KNOWN AS BEN REILLY --

Stan Lee Presents:

SPIDER-MAN: THE CLONE JOURNAL

"PUPPET"

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

-- IS THAT CLONE!

IN HIS QUEST TO GENETICALLY ENGINEER THE PERFECT HUMAN SPECIMEN, WARREN PITTED HIS CREATION AGAINST THE **ORIGINAL!**

EVENTUALLY, BOTH THE JACKAL AND HIS PROGENY WERE **DEFEATED**, BELIEVED KILLED IN FIERY **EXPLOSIONS.**

SOON AFTER, HOWEVER, THE CLONE FOUND THAT HE HAD SOMEHOW **SURVIVED**, AND, LEARNING **WHO** AND **WHAT** HE TRULY WAS --

-- HE BANISHED HIMSELF TO A LIFE OF **SOLITUDE**, THE LIFE OF A **DRIFTER** -- ALL THE WHILE QUESTIONING WHETHER HE **DESERVED** A LIFE AT **ALL.**

WITH THE PAST OF PETER PARKER AS HIS GUIDE, HE ADOPTED THE NAME **BEN REILLY; BEN** AFTER THE UNCLE WHO IN LIFE HAD INSTILLED HIM WITH SUCH A STRONG SET OF **VALUES**...

...WHO IN DEATH TAUGHT HIM THE POWER OF **RESPONSIBILITY.**

AND **REILLY,** THE MAIDEN NAME OF HIS AUNT MAY, THE ONLY MOTHER PETER HAD EVER KNOWN, THE WOMAN WHO TEMPERED HIM WITH **KINDNESS** AND **COMPASSION.**

WITH SUCH MORAL OBLIGATIONS CHARTING HIS COURSE, HE OFTEN FOUND HIMSELF COMMITTING **RANDOM ACTS OF HEROISM..!**

OH NO!! THE TRUCK CAN'T **STOP!** THAT KID--HE'LL BE **KILLED!**

and that's why I love ♫ my BAAAAR-NEY!! ♫

I--

--CAN'T--

--LET--

--THAT--

--HAPPEN!!

SCREEEEEEEECH

AND I WON'T!!

MOMMEEEE

WHOA--!

AFTER YEARS ON THE ROAD, DENYING HIMSELF THE NORMAL, STABLE LIFE HE SO DESPERATELY WANTED, BEN FINALLY FOUND HIMSELF RETURNING TO NEW YORK...

...BUT AT A TERRIBLE PRICE!

Manhattan

DOWN BELOW, THE CITY GLITTERS IN THE NIGHT.

DOZENS OF FACES CROWD HIS MEMORY. DOZENS OF EMOTIONS CROWD HIS HEART.

AND THEN HIS HEART GOES COLD.

AFTER ALL THESE YEARS, THE PLACE STILL DE-LIGHTS HIM: SO MANY PEOPLE! SO MUCH NOISE AND ENERGY AND ACTIVITY!

HOME, *HE THINKS*. IT'S SO GOOD TO BE HOME.

THESE AREN'T *MY* MEMO-RIES... THEY'RE *HIS*. THESE FEELINGS DON'T BELONG TO *ME*...

...THEY BELONG TO *PETER PARKER*.

I'M JUST A COPY. A GENETIC FORGERY.

A CLONE.

DESPITE HIS DOUBTS, REILLY WAS COMPELLED TO STAY. FOR THE ONE PERSON WHO MEANT THE MOST TO HIM WAS SLOWLY SLIPPING AWAY...

HIS AUNT MAY -- NO! PARKER'S AUNT MAY --

-- WAS **DYING!** HAVING SUFFERED A DEVASTATING **STROKE**, SHE HAD FALLEN INTO A **COMA**, POSSIBLY NEVER TO REGAIN CONSCIOUSNESS AGAIN.

I WISH YOU COULD HEAR ME, AUNT MAY...

...OR **DO** I?

WHAT WOULD YOU THINK IF YOU SAW MY FACE?

THAT I WAS YOUR NEPHEW... PETER PARKER?

YOU'D BE WRONG.

HE HAD TO SEE HER...

I'M **NOBODY!**

AND THEN, OF COURSE, HE HAD TO GO --

-- HOME.

LATER, IN THE QUEENS RESIDENCE OF MAY PARKER...

...A LONE FIGURE WALKS THROUGH THE DARK AND EMPTY HOUSE.

BEN, MAY AND PETER...

...YOU MADE A LOVING AND FINE LOOKING FAMILY. YOU --

SOME-ONE'S COMING!

GOT TO GET OUT OF HERE BEFORE ANYONE SEES ME!

SOMEONE RUNNING THROUGH THE DARK.

NO ONE IS SUPPOSED TO BE HERE. THEY'RE ALL AT THE HOSPITAL.

THIS CAN ONLY BE A...

...BURGLAR!

HOW DARE HE!

HOW DARE HE TRY TO OUTRUN THE SPIDER!

HOW DARE...

...HE?

GONE.

BUT HOW?

AND WHERE TO?

THIS PHOTO OF ME... NO... PETER... AND AUNT MAY... AND UNCLE BEN...

I'M DOING THIS ALL FOR YOU.

I BECAME SPIDER-MAN FOR YOU!

SEVERAL TIMES, HE MANAGED TO ELUDE SPIDER-MAN...

...BUT WITH HIS RETURN TO MANHATTAN, THE CITY **CALLED** TO HIM -- DRAWING HIM INTO THE **NIGHT**, INTO **ACTION**.

SPIDER-MAN OR NOT...

...NO ONE **DIES** WHILE I'M AROUND.

THWIP

THWIP

HAVE TO **TIME** MY **ARC**--

EEE

--PERFECTLY...

MEMORIES OF **GWEN STACY'S** DEATH BROUGHT HIM TO THE **BROOKLYN BRIDGE** --

-- GIVING HIM A **SECOND CHANCE**, OF SORTS.

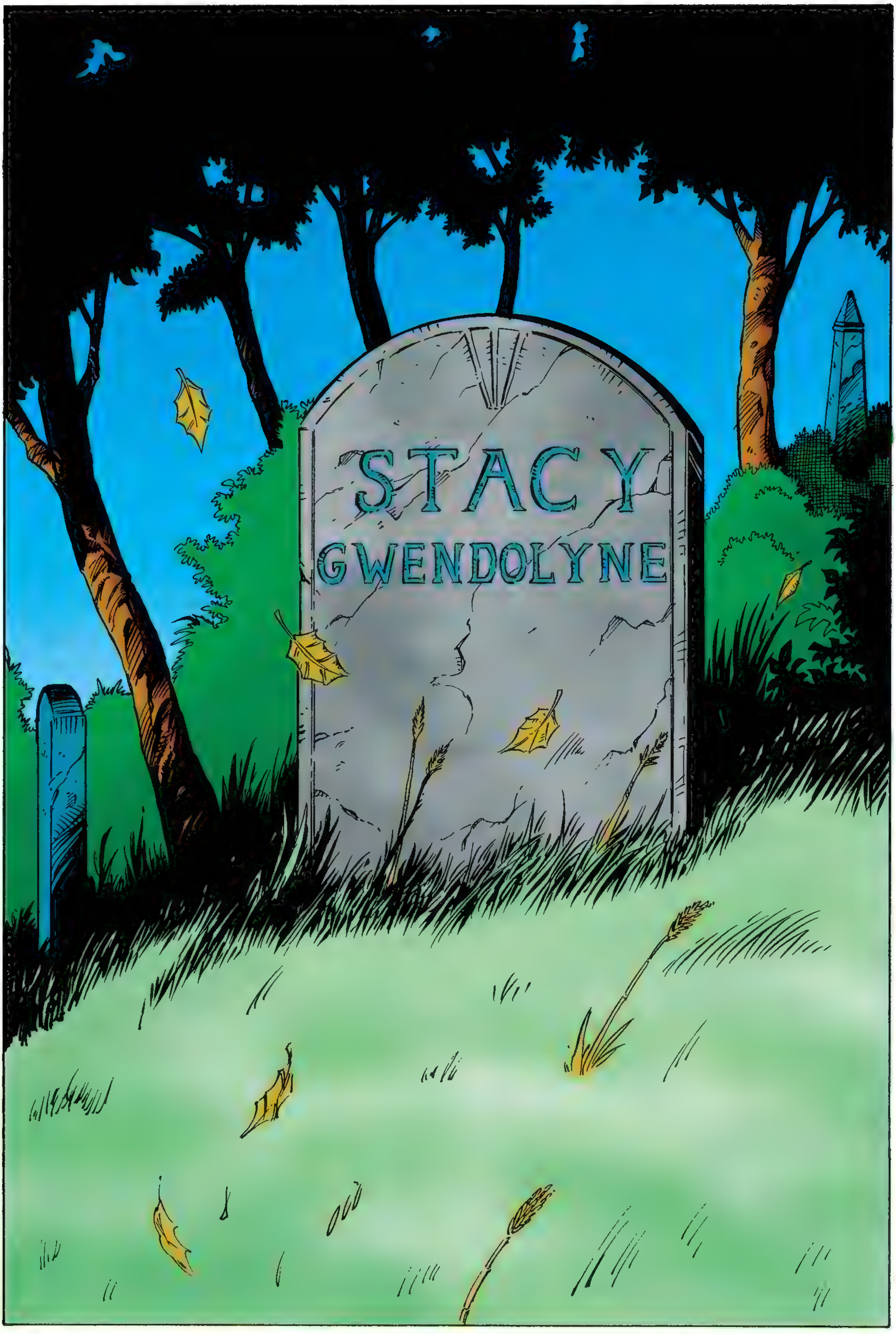
...SO I CAN REDIRECT HER MOMENTUM--

UHNN...

--WITHOUT THE SHOCK OF A SUDDEN STOP.

THIS WOMAN WAS SAVED --

-- BUT SHE REMINDS HIM OF ANOTHER VISIT HE CAN NO LONGER AVOID...


STACY
GWENDOLYNE

IT WAS ONLY A MATTER OF TIME, HOWEVER... BEFORE THE **INEVITABLE** OCCURRED.

IN HIS ATTEMPT TO MAINTAIN A **LOW PROFILE**...TO **KEEP TO THE SHADOWS** --

-- HIS PATH CROSSED WITH THE ONE PERSON HE HAD BEEN TRYING SO HARD TO **AVOID!**

IT WAS NOT A **HAPPY** SPIDER-MAN HE RAN INTO..!

THE ROOF OF **FOREST HILLS HOSPITAL**...

YOU C-CAN'T BE-- --**PETER PARKER?**

WAIT! THIS IS A MISTAKE...

...I ONLY WANTED TO SEE MAY AND GET OUT OF HERE BEFORE--

I DON'T CARE WHAT KIND OF SICK GAME YOU'RE UP TO, IMPOSTOR!

DOESN'T MATTER IF YOU'RE AN OTHER-DIMENSIONAL DOPPELGANGER, A STATE-OF-THE-ART REPLICOID, OR THE CHAMELEON HIM-SELF...

...YOU'RE NOT PETER PARKER--

KROOM

--JUST AN INCREDIBLE SIMULATION.

THIS IS EXACTLY WHAT I'VE BEEN TRYING TO AVOID FOR YEARS NOW...

WHATEVER PARKER THOUGHT REILLY TO BE, THIS WAS NOT THE SPIDER-MAN THAT BEN REMEMBERED.

OF LATE, PARKER HAD BEEN INVOLVED IN SOME SOUL-SEARCHING OF HIS OWN, WEARY FROM THE BATTLE OF FIGHTING HIS OWN PERSONAL DEMONS..!

...BUT YOU CAN'T DENY WHAT YOU SEE.

I'M YOUR CLONE.

MY...CLONE?

IT FINALLY TOOK BEN'S HELP FOR PETER TO SEE THE TRUTH FOR HIMSELF--

THE JACKAL'S PAWN--?!*

*LAST SEEN IN AMAZING #149-151. --MARK

THAT WAS A LONG TIME AGO, BRO...

...AND IT LOOKS LIKE WE'VE BOTH MADE SOME CHANGES SINCE THEN.

BUT BY THE TIME YOU WAKE UP--

-- I'LL BE LONG GONE... AGAIN.

KROOM!

UHNN!

...ALTHOUGH IT TOOK SOME CONVINCING --

--BEFORE PARKER WOULD ACCEPT BEN --BEGRUDGINGLY --AS AN ALLY.

:UGNNN:

SOUNDS LIKE YOU'RE IN QUITE A BIT OF PAIN, FELLA!

WELL, I'VE GOT A FLASH FOR YOU...

THAT'S ONLY THE START!

TELL ME WHAT YOUR BOSS IS PLANNING... AND I MEAN NOW!

SKRAK

MY BOSS--?!

SOMETHING SEEMS TO BE WRONG WITH MY WEB-SHOOTERS, BUT I CAN'T WORRY ABOUT THAT NOW!

DIDN'T YOU THINK I'D GUESS THE TRUTH? TRAVELLER'S BEEN MESSING WITH MY HEAD --TRYING TO DRIVE ME CRAZY--EVER SINCE I GOT HERE!

I JUST WANT TO KNOW WHY!!

WHY?!

THE TRAVELLER!

YOU'RE OBVIOUSLY WORKING FOR HIM!

HE'S THE ONE WHO MUST HAVE DRESSED YOU UP TO LOOK LIKE PETER PARKER--GAVE YOU THAT MASK-- THOSE GLOVES-- AND TOLD YOU TO MASQUERADE AS MY CLONE!

WHAT THE--?!

THAT'S A NICE SCENARIO--

--BUT IT'S PURE FANTASY!

SPZITT!

I DIDN'T HAVE TO COME HERE, MISTER! I DID IT TO SAVE YOU!

YEAH... RIGHT!

MY CLONE, MY SAVIOR... NOW LOOK WHO'S TALKING FANTASY!

HE DOESN'T BELIEVE ME ...AND WHY SHOULD HE?!

MAYBE I JUST SHOULD HAVE STAYED OUT OF--UH-OH! HE DELIBERATELY LEAPT OVER ME SO HE COULD SOMERSAULT INTO A BETTER ATTACK POSITION!

I'M SURPRISED TRAVELLER DIDN'T CHOOSE A BETTER FIGHTER!

I HAVEN'T FAKED ANYONE OUT WITH THIS MANEUVER SINCE JUNIOR HIGH!

THAT'S A LIE!

YOU WERE ALREADY IN HIGH SCHOOL WHEN THE RADIOACTIVE SPIDER BIT YOU!

YOU'VE CHANGED, PARKER! YOU USED TO HAVE A SENSE OF HUMOR, A FLAIR FOR JOKES AND WITTICISMS!

WHAT HAPPENED? WHY ARE YOU SO BITTER AND ANGRY?!

LIFE HAPPENED ...NOT THAT IT'S ANY OF YOUR BUSINESS!

I KNOW! I HAVE YOUR MEMORIES!

AND STOP CALLING ME PARKER!

I'M SPIDER-MAN! SPIDER-MAN!

I HEAR YOU LOUD AND--

OH, NO!

--DESPITE BEN'S REASONING, IT TOOK A THREAT FIENDISH ENOUGH...

...TO WARRANT SO MARVELOUS A TEAM-UP!

LET'S BAG THIS BOZO!

NOBODY CAN BEAT THE TWO OF US WORKING TOGETHER! NOBODY!

SILENTLY, THE SPIDER AGREES...

WHAT FOLLOWED OVER THE NEXT FEW MINUTES SEEMS MORE LIKE A CAREFULLY ORCHESTRATED BALLET THAN A BLOODY BATTLE--

--AS TWO AGILE FIGURES MOVED IN PERFECT HARMONY--

--STRIKING, DARTING, DODGING, RICOCHETING--

--DELIVERING BLOW AFTER PUNISHING BLOW!

AND, THOUGH IT SEEMED TO GO ON FOR HOURS, IT ENDS AS IT EVENTUALLY MUST...

...WITH CARNAGE COLLAPSED IN AN UNCONSCIOUS HEAP!

IN THE END, THE TWO WENT THEIR SEPARATE WAYS; PETER ONCE MORE BELIEVING BEN TO BE DEAD --

-- AND BEN ONCE MORE QUESTIONING HIS RIGHT TO A LIFE...

A QUESTION WHOSE ANSWER SOON BECAME APPARENT, AS BEN REALIZED FOR A **SECOND** TIME IN HIS LIFE --

CAN'T EXPECT STATE-OF-THE-ART SECURITY IN THE *FLEABAGS* I FREQUENT--

-- THAT WITH HIS POWERS HE ALSO BEARS A **RESPONSIBILITY** THAT CANNOT BE **DENIED.**

--LEARNED THAT THE HARD WAY.--

--BUT AT LEAST THEY KEEP THE *QUESTIONS* TO A MINIMUM.

WEB-SHOOTERS GO WHERE I GO SINCE THEN-- ALWAYS.

NOW I *ALSO* NEED TO PROTECT PETER'S SECRET IDENTITY...

SNK

RRP

...BUT I GUESS I JUST CAN'T KEEP AWAY FROM CERTAIN MOTIFS...

IT'S IN MY BLOOD...

HE REALIZED HE HAD AN OBLIGATION TO HIMSELF THAT HE COULD NEVER TURN HIS BACK ON.

WITH THAT, HE DONNED THE COSTUME AND BECAME WHAT THE MEDIA WOULD LATER DUB --

--THE SCARLET SPIDER

THWIP

SHORTLY THEREAFTER, THE NEW SPIDER IN TOWN EMBARKED ON HIS FIRST OUTING -- A TRIAL BY FIRE --

-- HEAD TO HEAD WITH THE MADDEST, BADDEST MANIAC IN ALL OF NEW YORK.

WHAT MAKES ME THINK I CAN TAKE ON VENOM?

EVEN THE REAL SPIDER-MAN HAS ONLY BEEN MILDLY SUCCESSFUL BATTLING HIM.

I HAVE MEMORIES OF PAST FIGHTS AGAINST FOES NOT HALF AS VICIOUS AS VENOM, BUT...

...THEY'RE ALL IMPLANTED... FALSE. I'M FALSE... A FAKE... A CLONE... A NOBODY!

HOLD UP, MEN! I THINK HELP MAY HAVE ARRIVED.

SPIDER-MAN?

LET'S LET THE TWO COSTUMES DUKE IT OUT.

WE CAN PICK UP THE PIECES.

WHAT IS THIS, SPIDEY-OLD-PAL, A NEW COSTUME?

PUT ON THE DEFENSIVE FROM THE OUTSET OF THEIR **EXPLOSIVE CONFRONTATION**, THE SCARLET SPIDER BARELY SURVIVED THE **PUMMELING BLOWS** AND NEAR **DISEMBOWELMENT!**

FINALLY, HE MANAGED TO TURN THE TIDE OF BATTLE...

LAST TIME I TRIED THE *IMPACT WEBBING* ON HIM HE SIMPLY RIPPED THROUGH IT.

THIS TIME...

...I'LL UNLOAD A WHOLE BUNCH OF THEM AT HIM!

IT'S GOT TO SLOW HIM DOWN LONG ENOUGH FOR ME TO CATCH MY BREATH!

I HOPE.

I DON'T LIKE THIS NEW WEBBING, YOU FRAUD!

IT NEVER STOPS GROWING.

JUST GOING TO MAKE ME *MADDER!*

I'LL LIVE WITH IT!

NO, YOU WON'T.

*VENOM'S DEFEAT WAS A **MORAL VICTORY**, AS WELL -- VALIDATING TO BEN HIS **EXISTENCE** --*

*-- AND THE NECESSITY FOR ANOTHER **SPIDER** IN THE WORLD!*

*WITH A VICTORY OVER A HEAVY HITTER LIKE VENOM UNDER HIS BELT, BEN'S **CONFIDENCE** IN HIMSELF AND HIS ABILITIES **SOARED.***

*HE FOUND HIMSELF FIGHTING CRIME AND EVIL WITH A **REVITALIZED** SENSE OF **GOOD**...AND **HOPE!***

*A HOPE THAT WAS ALMOST SHAKEN TO ITS ROOTS WHEN HE WAS VIOLENTLY **AMBUSHED** BY A **MYSTERIOUS STRANGER** FROM HIS PAST...*

KAINE!

YES, REILLY--

--OR IS IT THE SCARLET SPIDER NOW?

EITHER WAY, IT SEEMS OUR PATHS HAVE CROSSED ONCE AGAIN. BUT I CAN ASSURE YOU...

...THIS TIME THE OUTCOME WILL NOT FIND YOU SO FORTUNATE!

HE RECOGNIZES ME... BUT HOW?!

KAINE.

AS ENIGMATIC AS REILLY HIMSELF, HE HEEDS HIS OWN UNIQUELY VICIOUS PERSONAL AGENDA -- ONE THAT INCLUDES TORMENTING THE LIFE OF BEN REILLY --

-- AND THE OUTRIGHT MURDER OF ANYONE WHO WOULD THREATEN THE LIFE OF **PETER PARKER!**

IN KAINE'S VIEW OF REALITY, THE **GRIM HUNTER** POSED JUST SUCH A THREAT.

WITH A SIMPLE TWIST OF HIS POWERFUL HANDS, HE **SNAPPED** THE HUNTER'S NECK WITHOUT REMORSE --

-- LEAVING HIM LYING DEAD IN THE SNOW, A BROKEN AND BLOODY RAG DOLL.

AS WAS SIMILARLY THE CASE WITH THE INFAMOUS DOCTOR OCTOPUS!

I AM OTTO OCTAVIUS..

KNOWN AS DOCTOR OCTOPUS TO THE GREAT UNWASHED AND UNEDUCATED!

I AM KAINE!

MY ACTIONS WILL SPEAK FOR ME!

AND YOU MUST DIE!

KA-RA-K

...

IN A MATTER OF SECONDS, KAINE HAD **DESTROYED** HE WHO HAD BEEN, OVER THE YEARS, A CONSTANT **BANE** TO THE ONE TRUE SPIDER-MAN --

-- KILLING OCTAVIUS FOR REASONS ONLY **HE** KNOWS -- IN A ATTEMPT TO PREVENT VISIONS OF HIS FROM COMING **TRUE**, VISIONS THAT MAY OR MAY NOT REPRESENT THE **FUTURE**.

AND IT IS NOT OVER..!

DRAWN TOGETHER YET AGAIN, BY THEIR OWN SHARED **VISIONS**, THE TWO SPIDER-MEN FOUND THEMSELVES IN A LABORATORY-BUNKER BURIED DEEP BENEATH THE CATSKILL MOUNTAINS --

-- THERE TO BE CONFRONTED BY THE INSIDIOUS **LUNATIC** WHOSE WARPED MACHINATIONS STARTED IT ALL...

THE MAN WHO CLAIMED THAT BEN'S RETURN, AS WELL AS THEIR PRESENCE AT HIS "TIMELY" **DECANTATION** -- WAS ALL PART OF HIS **PLAN** --

-- ALL PART OF HIS GRAND MACHIAVELLIAN **SCHEME** --

-- AND THAT HE HADN'T COME **ALONE..!**

HI, BOYS...

...THE JACKAL'S BACK!

HE BROUGHT WITH HIM...

...HER.

TO EACH OF THESE MEN -- THE **SAME** IN SO MANY WAYS, AND STILL, SO SLIGHTLY **DIFFERENT** -- THE SIGHT OF HER WAS MORE **DEVASTATING** THAN ANY BLOW RECEIVED.

FOR THE LONGEST TIME, IN THEIR LIVES, SHE HAD BEEN THE DEFINITION OF THE WORD **LOVE.**

HER FACE WAS FLAWLESS... **BEAUTIFUL.**

THE IMAGE OF HER STANDING THERE STIRRED THE SHARED MEMORIES OF **SPIDER-MAN** AND THE MAN CALLED THE **SCARLET SPIDER.**

BUT THEY ARE **PAINFUL** MEMORIES.

FOR THE WOMAN STANDING BEFORE THEM IS **GWEN STACY.**

AND THEY BOTH **KNOW** THAT **GWEN IS DEAD.**

OR IS SHE?

AND STILL, BENEATH THIS FLOOD OF EMOTION, THEY COULD FEEL THEIR **HEARTS** BEING **TUGGED** -- THE **STRINGS** BEING **PULLED** -- **PLAYED** AND **MANIPULATED** LIKE **PUPPETS..!**

ONE STOOD **TRANSFIXED** --

-- THE OTHER...

...EXPLODED!

NO MORE OF YOUR *LIES*, JACKAL!

NO MORE *PLAYING* WITH MY *HEAD!*

I'M NOT *BUYING* IT!

GWEN DIED! I SAW HER DIE! I...

PETER...

...DON'T.

IT'S ME, PETER.

IT'S *REALLY* ME.

PLEASE, PETER...*TALK* TO ME...

...HOLD ME?

IT WAS PAINFUL.

IT WAS GLORIOUS.

PETER...

...I...

...FEEL...

IT WAS... A LIE.

...STRANGE.

PETER, WHAT'S HAPPENING TO...

...ME?

DEGENERATION.

SHE'S D.E.G.E.N.E.R.A.T.I.N.G!

JUST LIKE THE *OTHER* ONE! *

PETER! I'M REALLY GWEN.

AREN'T I?

PETER...

...I.... LOVE... YOU.

THE HORRIFIC, INSTANTANEOUS DECOMPOSITION WAS CAUSED BY A FLAW IN WARREN'S CLONING PROCESS --

-- A DEADLY THREAT THE JACKAL HOLDS OVER THE HEADS OF BOTH BEN AND PETER, AS HE ALLUDES TO THE POSSIBILITY THAT BOTH OF THEM ARE CLONES.

QUESTIONS.

TO BEN REILLY, HIS LIFE -- HIS ENTIRE EXISTENCE -- IS AN INTRICATE AND ELABORATE DESIGN OF QUESTIONS AND RIDDLES.

OF PUZZLES AND PARADOX --

-- A DELICATE WEB WOVEN FROM MYSTERY --

-- THAT STRETCHES FROM THE SHADOWED RECESSES OF MAN'S DARK HEART --

-- TO THE GLOW GIVEN OFF BY ONE MAN'S SELFLESS ACTIONS.

HE IS A SPIDER --

HE IS A SPIDER-MAN --

AND WHETHER BORN OF **NATURE** -- OR **SCIENCE** -- HE IS MOST IMPORTANTLY, A **MAN.**

TAUGHT AND TEMPERED BY A LIFE THAT HE HAS **MADE HIS OWN** -- A DUSTY PATH THAT HAD FORKED FROM ANOTHER --

-- A **MYSTERIOUS** PATH THAT WILL LEAD HIM TO **QUESTIONS...**

...WHICH REMAIN TO BE **ANSWERED.**

MARVEL COMICS

THE SPECTACULAR SPIDER-MAN™

© 1994 MARVEL ENT. GROUP, INC.

$1.50 US
$2.05 CAN/UK £1.25
222
MAR
CC 02199

APPROVED BY THE COMICS CODE AUTHORITY

HE'S NOT SPIDER-MAN®--

--HE'S NOT THE SCARLET SPIDER™--

--COULD *THIS* BE THE *REAL* PETER PARKER™?!

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS: **THE SPECTACULAR SPIDER-MAN!**

PLAYERS & PAWNS PART ONE

FALSE TRUTHS

TOM DEFALCO - WRITER
SAL BUSCEMA - BREAKDOWNS
BILL SIENKIEWICZ - FINISHES
CLEM ROBINS - LETTERER
JOHN KALISZ - COLORIST
MARK POWERS - EDITOR
DANNY FINGEROTH - GROUP EDITOR
BOB BUDIANSKY - EDITOR-IN-CHIEF

UPSTATE NEW YORK.

WHAT A *MESS!* THIS LAB IS A COMPLETE *SHAMBLES!*

TYPICAL FOR THE *JACKAL*. ONLY *WRECKAGE* FOLLOWS HIS WAKE.

AND THAT APPLIES TO *LIVES* AS WELL AS LABORATORIES.

I MUST HAVE DUG OUT A FEW *TONS* OF DEBRIS IN THE PAST FEW *HOURS* SINCE HIS CONFRONTATION WITH *PARKER* AND *REILLY**...

...BUT I STILL HAVEN'T FOUND--*WAIT!* THIS REINFORCED *BUNKER* MAY BE JUST WHAT I'VE BEEN SEARCHING FOR!

*AS SHOWN IN *SPIDER-MAN* #56.
--MARK

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

THE JACKAL IS RUNNING *TRUE* TO FORM--THIS SHELTER WAS DESIGNED TO RESIST ANYTHING *SHORT* OF A DIRECT *NUCLEAR STRIKE*.

I KNEW HE WOULD NEVER ALLOW HIS PRECIOUS *SCIENTIFIC RECORDS* TO BE DESTROYED!

NO MATTER HOW HE HAS GENETICALLY RESTRUCTURED HIMSELF, *PROFESSOR MILES WARREN* HAS ALWAYS PRIZED *KNOWLEDGE* ABOVE ALL ELSE...

...WHICH IS WHY HE *SO RARELY SHARES* IT.

UNFORTUNATELY FOR HIM, *KAINE* TAKES WHAT HE *WANTS*.

AND WHAT I WANT NOW IS *PROOF*--

--PROOF THAT IS BOTH *SCIENTIFIC* AND *UNDENIABLE*.

PROOF THAT I TRULY KNOW WHO IS THE *REAL* PETER PARKER AND WHO IS THE *CLONE*!

IT TOOK MUCH *LONGER* TO SIFT THROUGH HIS FILES THAN I THOUGHT IT WOULD...BUT I FINALLY HAVE *ALL* THE INFORMATION I NEED.

I'LL JUST *COPY* THE PERTINENT FILES, AND--

UH-OH!

I MUST HAVE ACCIDENTALLY TRIGGERED A *FAILSAFE!*

THE WHOLE PLACE BEGAN *TREMBLING* AS SOON AS THE COMPUTER SPIT OUT MY FLOPPY--

WHAT THE--?!

ONE OF THE JACKAL'S *GENETIC CANISTERS* IS SUDDENLY BURSTING THROUGH THE RUBBLE!

I SHOULD HAVE KNOWN THIS WOULDN'T GO SO *EASY!*

IT PROBABLY *CONTAINS* ANOTHER ONE OF THOSE HUGE *GENETIC FREAKS* WHICH HE USES AS HIS *GUARDIANS.*

I ALMOST *PITY* THE POOR THING.

NOW THAT I'VE FINALLY *CONFIRMED* EVERYTHING I HAVE LONG BELIEVED--

--*NOTHING* AND *NO ONE* WILL GET IN MY WAY!

AT LAST! THE POD BEGINS TO OPEN! I WILL FINALLY SEE THE *FACE* OF--

--PETER PARKER?!

SURPRISED, KAINE--?

IMAGINE HOW I FEEL.

I THOUGHT YOU WOULD HAVE SURELY *PARTED* FROM THIS MORTAL VEIL BY NOW!

OR AT LEAST DEVELOPED A *BETTER SENSE* OF FASHION!

WHO *IS* THIS INTRUDER, PROFESSOR?

SOMEONE I'VE KNOWN A *REAL-LEE* LONG TIME, JACK...PERHAPS A MITE *TOO LONG!*

BUT HIS IDENTITY ISN'T NEARLY AS *INTRIGUING* AS THE MAN IN THE POD!

WHAT ARE YOU *DOING*, WARREN?

HAVEN'T YOU ALREADY CAUSED ENOUGH *MISERY*?

AHH...*WHO* CAN HONESTLY SAY WHAT'S ENOUGH?!

I FIGURED *TWO* PETER PARKERS MIGHT CAUSE A LITTLE CONFUSION... BUT *THREE*...*THREE* IS *DEFINITELY* THE CHARM!

WHICH ONE IS **REAL?!**

I COULD EASILY SAY ALL--

--NONE--

--OR CHOOSE ONE AT RANDOM!

IT DOESN'T MATTER!

YOU--OF ALL PEOPLE--SHOULD KNOW BETTER THAN TO TRUST ANYTHING I SAY!

FRANKLY, CONSIDERING ALL MY DUPLICITIES, I'M ASTOUNDED YOU EVEN BOTHERED TO RAID MY RECORDS!

KA-TUBB

--AND I PRAY THAT YOU FORCE ME TO BEAT IT OUT OF YOU!

OH, GOODY!

DON'T HOLD BACK!

I WILL HAVE THE TRUTH--

I'VE BEEN ANXIOUS TO GIVE MY NEW BODY A REAL TEST RUN IN THE ENDURANCE DEPARTMENT!

IF THAT COMPUTER DISK KAINE COPIED IS IMPORTANT, MAYBE I SHOULD DOWNLOAD A DUPLICATE, AND--

...

PROFESSOR--!

DO YOU MIND--?!

KAINE AND I WERE HAVING A MOMENT!

I NEVER REALIZED HOW THOROUGHLY INVIGORATED ONE FEELS AFTER A GOOD OLD-FASHIONED SLUGFEST!

TO THINK OF THE MONEY I WASTED ON THOSE JANE FONDA TAPES!

ALTHOUGH I DID LIKE BARBARELLA!

P-PROFESSOR! THERE'S SOME-ONE--SOMETHING --LURKING IN THE SHADOWS!

LET ME GET THIS STRAIGHT...

YOU'RE A CLONE...

...COWERING IN THE ARMS OF A MAN WHO SPENT THE LAST FIVE YEARS GENETICALLY RE-ENGINEERING HIMSELF...

...AND YOU DON'T FIND THAT UNSETTLING?!

PERHAPS YOU NEED A BIT MORE CAFFEINE IN YOUR DIET!

WELCOME BACK, MILES.

IT IS GOOD TO COUNT YOU AMONG THE LIVING AGAIN...

IF ONLY TEMPORARILY.

SCRIER?!

I SEE YOU STILL HAVE THAT WONDERFULLY ENDEARING HABIT OF DROPPING IN WITHOUT WARNING.

YOU REALLY SHOULD CALL AHEAD! I WOULD HAVE TIDIED UP AND ORDERED PIZZA!

WHY ARE YOU HERE? HAVE YOU FINALLY DECIDED TO DITCH THAT TIRESOME TRAVELLER FELLOW--

--AND UPGRADE YOUR SOCIAL LIFE?!

TIME FOR A STRATEGIC RETREAT.

I THOUGHT I HAD A NOTION OF WHAT WAS AT RISK HERE--

--BUT THE STAKES JUST SHOT THROUGH THE ROOF!

ONLY A TOTAL MADMAN WOULD ALLOW HIMSELF TO GET CAUGHT BETWEEN SCRIER AND THE JACKAL.

AND I HAVEN'T CROSSED THAT LINE.

YET.

THE THIRD PARKER--!

HE MUST HAVE SLIPPED AWAY DURING THE CONFUSION.

I CAN'T WORRY ABOUT HIM NOW.

I HAVE MY OWN AGENDA!

AND YET, I CAN'T HELP WONDERING HOW HE FITS INTO THE JACKAL'S MASTER PLAN.

IS HE MERELY ANOTHER FEINT?

AN ADDITIONAL DISTRACTION?

OR THE WILD CARD NO ONE ANTICIPATED?!

TAKE A LOAD OFF, MY FRIEND.

I ASSUME YOU'RE HERE FOR A *FINAL* ACCOUNTING!

NOT QUITE *YET*, MILES...

ALL IN GOOD TIME :-

CAN YOU *BELIEVE* THAT GUY?

HAVEN'T SEEN HIM IN YEARS ...AND HE NEVER ONCE COMPLIMENTED MY NEW 'DO!

B-BUT *HOW* DOES HE *SLIP* INTO THE SHADOWS LIKE THAT, SIR?

PUH-LEASE, JACK...

NO MORE ANNOYING QUESTIONS!

FOR ALL I KNOW, HE PURCHASED A *RONCO SHADOW SLIPPER* FROM THE *HOME SHOPPING CLUB!*

KWAK

HOWEVER, HE OBVIOUSLY HAS SOME *CONCERNS*. I KNEW HE WOULD *EVENTUALLY* CHECK IN WITH ME... BUT HE'S WAY *AHEAD* OF SCHEDULE.

SOMETHING MUST BE *TROUBLING* HIM...

I WONDER IF IT HAS ANYTHING TO DO WITH TRAVELLER'S RECENT VISIT TO *RAVENCROFT*?*

OH, WELL, THERE'S ONLY *ONE* WAY TO FIND OUT...

COME *ALONG*, JACK! TIME TO PACK UP THE *OLD COMPUTERS*, AND HEAD FOR OUR *NEW HOME!*

NOW IS WHEN THE *FUN* REALLY BEGINS--!

*SEE *POWER AND RESPONSIBILITY*, THE SPIDER-CROSSOVER THAT ENDED IN *SPECTACULAR* #217.--MARK

AM I A FUN GUY, OR WHAT?

I COULD BE SPENDING THIS DAY IN SO MANY PRODUCTIVE WAYS...

INSTEAD, I WASTE IT BY CHECKING UP ON ONE OF MY... uh... PARKER'S OLD FRIENDS.

PROBABLY A GUY JUST LOOKING TO GET OUT OF THE COLD.

IGNORE HIM!

LET'S PLAY SOME B-BALL!

WHO'S THAT GEEK IN THE CORNER, MR. T.?

EXIT

MAYBE YOUR LIFE DIDN'T WORK OUT QUITE THE WAY YOU PLANNED, MR. THOMPSON...

MAYBE YOU'RE ONLY A PART-TIME ATHLETIC DIRECTOR INSTEAD OF A BIG-NAME PRO.

MAYBE YOU NEVER GOT THE BIG BUCKS OR TROPHY WIFE--

--BUT YOU'RE A FAR CRY FROM THAT LOUDMOUTHED BULLY WHO USED TO IMPRESS HIS CROWD--

--BY TORMENTING "PUNY" PARKER BACK IN HIGH SCHOOL!

WHATEVER YOUR FINANCIAL STATUS, IT'S PRETTY OBVIOUS YOU HAVE A GOOD LIFE--

--AS WELL AS THE RESPECT AND ADMIRATION OF THOSE KIDS.

YOU'VE DONE WELL FOR YOURSELF, FLASH.

CERTAINLY BETTER THAN BEN REILLY EVER DID... BUT THAT COULD CHANGE!

I USED TO BELIEVE THAT I WAS ONLY A CLONE.

BUT THE JACKAL RECENTLY OPENED THE POSSIBILITY THAT I COULD BE THE REAL PETER PARKER--

--AND MAY DESERVE A REAL LIFE AFTER ALL!

THE JACKAL HAS *DONE* IT, AGAIN!

THAT MANIPULATIVE MONSTER HAS THROWN *EVERYTHING* INTO DOUBT--

--INCLUDING THE *EVIDENCE* I JUST STOLE FROM HIM.

HE OBVIOUSLY INTENDS TO USE THE *THIRD PARKER* TO SPREAD FURTHER *CONFUSION*.

BUT I KNOW THE *TRUTH!*

UNLESS...

UNLESS HE'S ALSO MANEUVERING *ME!*

NO! KAINE IS NO MAN'S PAWN-- *ARRGGH!*

MY MIND--!

SUDDENLY FEELS LIKE IT'S ON *FIRE*...BURNING WITH AN *IMAGE* ...OF A *MURDER* WHICH HAS YET TO OCCUR!

IT APPEARS *MRS. PARKER* AND I *STILL* HAVE A DATE WITH DESTINY--!

ELSEWHERE...

I'VE LOOKED OVER YOUR *PRELIMINARY TESTS*, MRS. PARKER--

--AND I CAN SAFELY SAY YOU'RE AS HEALTHY AS A *HORSE!*

HARDLY AN *IMAGE* I'D CARE TO CULTIVATE, DOCTOR...

...BUT I CAN EVEN LIVE WITH *THAT*...AS LONG AS MY *BABY* IS FINE!

THAT'S PRECISELY *WHY* I WANTED TO SEE YOU, MARY JANE.

PLEASE *BELIEVE* ME WHEN I SAY THERE IS ABSOLUTELY *NO* CAUSE FOR ALARM... BUT I DETECTED A MINOR... *ANOMALY.*

I'D LIKE TO SCHEDULE *ADDITIONAL TESTS* AT YOUR EARLIEST CONVENIENCE.

WHAT... *KIND*... OF ANOMALY?

TRUST ME... IT'S *NOTHING* TO WORRY ABOUT!

It's impossible not to worry, Doctor.

Especially since I know that my husband was bitten by a radioactive spider!

I've seen the effect that's had on him...

On his life...

On his body...

What has it done to my baby?!

MEANWHILE...

THE MAN ONCE KNOWN AS MILES WARREN ENTERS HIS NEW HIDDEN LAIR.

IT IS A PLACE IN WHICH HE WILL WARP NATURE ITSELF...

...AND ENJOY EVERY MOMENT OF IT.

AND REMIND ME TO REMOVE THE DISNEY CHANNEL FROM MY CABLE BOX!

WHA...WHAT ARE THOSE THINGS, SIR?

WELCOME TO WONDERLAND, JACK!

HERE, I SHALL PLY MY ART... CRAFTING THE MOST WONDERFUL MIRACLES OF GENETIC ENGINEERING!

DREAMS WILL BE GIVEN REALITY IN THIS MAGIC KINGDOM!!

WELL... WE'RE ACTUALLY TALKING NIGHTMARES ...BUT WHY QUIBBLE!

TOOLS, JACK! LIVING, BREATHING GENETIC TOOLS!

EACH PROGRAMMED WITH A SPECIAL FUNCTION AND LIMITED LIFESPAN!

uh...THAT REMINDS ME, PROFESSOR... HAVE YOU GIVEN ANY FURTHER THOUGHT TO STOPPING MY OWN CELLULAR DETERIORATION?

NOPE!

I CAN'T GET MY MIND OFF RAVENCROFT!

I SUPPOSE I COULD CHARGE IN, TAKE HOSTAGES, AND HOPE TO STUMBLE ON WHAT SCRIER LEARNED.

NAH! TOO OBVIOUS!

SINCE I HAVE SOME TIME TO KILL WHILE THE LAB SETS UP, I MAY AS WELL AMUSE MYSELF...

AT THE MANHATTAN OFFICES OF THE *DAILY BUGLE*...

I'M SORRY I CAN'T *HELP* YOU, PETER...

...BUT I'M FRESH *OUT* OF ASSIGNMENTS!

I WAS FORCED TO CULTIVATE *OTHER* FREELANCERS WHEN YOU STARTED *REFUSING* WORK A FEW WEEKS AGO.

I'LL TRY TO SCROUNGE *SOMETHING* UP FOR YOU ...BUT IT'LL PROBABLY TAKE AWHILE TO SLIP YOU *BACK* INTO THE REGULAR ROTATION.

I...I UNDERSTAND, ROBBIE.

I KNOW YOU'LL TRY YOUR *BEST* ...AND I *REALLY* DO APPRECIATE IT.

OH, MAAA-AAN! I'M IN REAL TROUBLE IF I CAN'T DEPEND ON THE *DAILY BUGLE* FOR A REGULAR CHECK...ESPECIALLY WITH A *BABY* ON THE WAY!

I'D BETTER SWITCH INTO MY *SPIDER-TOGS*, AND HOPE THAT I CAN CHANCE UPON SOMETHING *NEWSWORTHY* ENOUGH TO--

MISTER PARKER--!

WE NEED TO *TALK*.

RELAX, JONAH! I'M NOT ON THE *CLOCK*!

YOU *AREN'T* PAYING ME TO LOOK STUPID.

IN FACT, YOU'RE *NOT* PAYING ME AT ALL!

SAVE THE NOT-SO-*WISE* REMARKS FOR ANOTHER OCCASION, YOUNG MAN. A POLICE DETECTIVE HAS BEEN AROUND ASKING SOME VERY TROUBLING *QUESTIONS* ABOUT YOU--

--AND A *BEN REILLY*!

NICE WORK, DETECTIVE TREVAYNE...

...YOU'VE BUILT A VERY STRONG CASE.

THE D.A.'S OFFICE WILL HAVE NO TROUBLE GETTING AN INDICTMENT FOR MURDER ONE!

I'LL BEGIN THE NECESSARY PAPERWORK IMMEDIATELY--

--YOU SHOULD HAVE WARRANTS WITHIN THE HOUR!

ACTUALLY, SIR, THE REAL CREDIT BELONGS TO DETECTIVE RAVEN...

HE'S BEEN HOUNDING THIS PERP FOR YEARS-- ALL THE WAY FROM SALT LAKE CITY.

YOU MUST BE VERY PLEASED WITH YOURSELF, DETECTIVE!

YES, SIR...

POSITIVELY ECSTATIC!

I've rarely seen JOLLY JONAH so tense.

If I didn't know better, I'd almost believe he was honestly CONCERNED for my well-being.

Yeah, RIGHT! The old skinflint is probably afraid he'll lose a few ADVERTISERS... if ANYONE connected with his precious newspaper... should get ARRESTED.

What has REILLY gotten me involved in?!

HE'S my CLONE! He should have my INSTINCTS! My PERSONALITY! My basic sense of RIGHT and WRONG--

--HE CAN'T be guilty of anything serious! HE JUST CAN'T BE!

And yet... I hardly know ANYTHING about him. I have no idea WHERE he's been... WHAT he's experienced... or HOW he's lived over the years.

There certainly have been occasions when even I wanted to CUT LOOSE, take the LAW into my own hands, and--

My God!

GRIM HUNTER!

DOCTOR OCTOPUS!

Is it POSSIBLE? Could my clone be a MURDERER?

PARKER--!

YOU ARE THE TRUE PETER PARKER!

MY IDENTITY WASN'T AN ISSUE BEFORE NOW, BUDDY BOY...BUT I CAN'T SAY THE SAME ABOUT YOURS!

WHO ARE YOU, AND WHAT DO YOU WANT?!

I AM KAINE...AND THIS IS A HARD COPY OF A RECENTLY STOLEN COMPUTER FILE.

YOU WILL FIND IT QUITE ENLIGHTENING!

YOU MUST HAVE ME MISTAKEN FOR SOMEONE ELSE.

I'M NO REPORTER.

I DON'T DEAL WITH ANONYMOUS SOURCES!

I HAVE THE RIGHT MAN--

--I'VE ALWAYS KNOWN HIM!

IF YOU LACK THE NECESSARY SCIENTIFIC EXPERTISE TO UNDERSTAND THIS MATERIAL--

--FIND SOMEONE WHO CAN EXPLAIN IT.

IT's DOCUMENTED PROOF THAT YOU ARE THE REAL PETER PARKER!

B-but...I KNEW I was real!

I don't need PROOF...

UNLESS...

NO!

I can't even GUESS your actual agenda, pal--

--but you just SCREWED with the WRONG man!

HASTA LA VISTA, FLASH!

SEEING WHAT YOU'VE DONE WITH YOUR LIFE HAS HELPED INSPIRE ME TO TRY TO CARVE OUT ONE OF MY OWN.

WHETHER MY MEMORIES OF YOU BELONG TO ME --OR PARKER--I SINCERELY WISH YOU THE VERY BEST OF--

GREETINGS, ALL!

I'M HERE TO CRASH YOUR GAME--

--AS WELL AS YOUR HEADS!

I DO HOPE MY OPENING LINE WASN'T TOO CORNY!

IT WAS THAT OR SOMETHING ABOUT DROPPING IN ON YOU!

THE JACKAL--! HE MUST HAVE SOME WAY OF KEEPING TABS ON ME!

BUT I CAN'T WORRY ABOUT THAT NOW--!

IF ANYONE IS HURT, IT WILL BE MY FAULT! MY RESPONSIBILITY!

WHERE ARE YOU RUNNING OFF TO, BEN?

OH... OF COURSE! I FORGOT ALL ABOUT THE ALL-IMPORTANT COSTUME!

I'M STILL A BIT RUSTY WHEN IT COMES TO THE SUBTLETIES OF THE PSYCHOTIC VILLAIN SCENE...SO PLEASE BEAR WITH ME!

HURRY BACK! YOU DON'T WANT TO MISS--

--THE VERY LATEST DEADLY DELIGHT FROM MY GENETIC SOUP!

I USED THE DNA OF A GENUINE KOMODO DRAGON, A GENEROUS HELPING OF BOA CONSTRICTOR, SOME OREGANO FOR TASTE --AND VOILÀ!

GO, GUYS! GO! GET OUT OF HERE!

I'LL TRY TO DISTRACT THOSE CREATURES WHILE YOU RUN FOR SAFETY!

YOU ALWAYS WERE A SLOW LEARNER, THOMPSON!

MAYBE YOU'LL BE FASTER AT DYING!

I WISH THE PROFESSOR WOULD STOP THIS FOOLISHNESS--AND CONCENTRATE ON THE DEGENERATION FACTOR WHICH IS SLOWLY KILLING ME!

DATA THE JACKAL WOULD GO TO ALMOST ANY LENGTH TO KEEP FROM REILLY!

OTHERWISE, I COULD BE FORCED TO USE THIS COPY OF THE DATA WHICH KAINE DOWNLOADED!

AND, SPEAKING OF GENTLE BEN, LOOK WHO'S BURSTING OUT OF THE LOCKER ROOMS NOW--!

YOU'RE SICK, JACKAL!

TOTALLY DERANGED!

OH, RIGHT!

LIKE I REALLY *VALUE* THE OPINION OF A MAN IN *RED* TIGHTS AND A TORN SWEAT-SHIRT!

AT LEAST THE *OTHER* SPIDER-GUY HAD THE GOOD SENSE TO DESIGN A COSTUME WITH SOME *MERCHANDISING POTENTIAL!*

I DOUBT WE'LL BE SEEING MANY SCARLET SPIDER *ACTION FIGURES* ON THE TOY SHELVES NEXT *CHRISTMAS!*

YOU'VE TOTALLY *LOST* YOUR MIND! *NOTHING* YOU SAY MAKES ANY SENSE!

THAT'S THE REAL *FUN* OF BEING THE BAD GUY, MY BOY!

YOU GOODIES HAVE TO BE *LOGICAL, WELL-MOTIVATED,* AND ATTUNED TO THE *DEEPER* RHYTHMS OF LIFE! I JUST HAVE TO CAUSE *DEATH* AND *DESTRUCTION!*

PARKER WILL NEED TIME TO *DIGEST* THAT MATERIAL--

--IT WILL SIGNIFICANTLY *IMPACT* HIS FUTURE DEALINGS WITH *REILLY* AND THE *JACKAL*.

THE JACKAL--!

I STILL WONDER WHY HE *WAITED* TO ANNOUNCE HIMSELF... UNTIL I ALREADY *POSSESSED* THE INFORMATION I SOUGHT...

WAS IT POOR *TIMING*--?

OR HAD HE *GUESSED* MY PLANS... AND DEFTLY USED ME AS A *MESSENGER BOY*?!

oh, no--!

APPLY YOUR *BRAKES*, MISTER... OR YOU'LL SOON BE SUCKING *ROOF TILES*!

YOU JUST GAVE A REAL *FRIGHT* TO A CLOSE FRIEND OF MINE! A GENTLEMAN NAMED *PETER PARKER*!

I QUICKLY FLIPPED THROUGH THAT *PACKET* YOU DROPPED ON HIM! *HEADY STUFF*! BUT IT'S JUST *WORDS* ON PAPER! *NAMES* COULD HAVE BEEN CHANGED! *FACTS* ALTERED!

I WANT THE REAL SCOOP... AND I WANT IT *NOW*!

I... I DON'T *WANT* THIS CONFRONTATION! I DIDN'T *PLAN* FOR IT TO OCCUR!

DID... THE JACKAL?!

UPSTATE.

WHERE YOU HEADED, BUDDY?

I... UH... I'M NOT SURE.

THAT'LL MAKE IT REAL HARD TO KNOW WHEN YOU'VE ARRIVED.

HOP ABOARD, ANYWAY. I COULD USE THE COMPANY.

YOU OKAY, BUD? YOU SEEM A MIGHT UNSTEADY.

I HOPE IT AIN'T DRUGS!

NO... I... I DON'T THINK SO.

TO TELL YOU THE TRUTH... MY MIND IS ALL HAZY! I MIGHT HAVE BEEN IN SOME KIND OF ACCIDENT. I... I'M NOT EVEN SURE HOW I GOT HERE...

I CAN'T REMEMBER ANYTHING... NOT EVEN MY OWN NAME.

I JUST HAVE THIS NAGGING FEELING... THIS HAUNTING BELIEF... THAT I SHOULD BE DOING SOMETHING IMPORTANT.

SOMETHING REAL IMPORTANT!

BUT I JUST CAN'T SEEM TO RECALL WHAT IT IS...

TO BE CONTINUED IN WEB#123!

MARVEL COMICS

WEB OF SPIDER-MAN

PLAYERS AND PAWNS PART TWO

$1.50 US
$2.05 CAN/UK £1.25
123
APR
02527
APPROVED BY THE COMICS CODE AUTHORITY

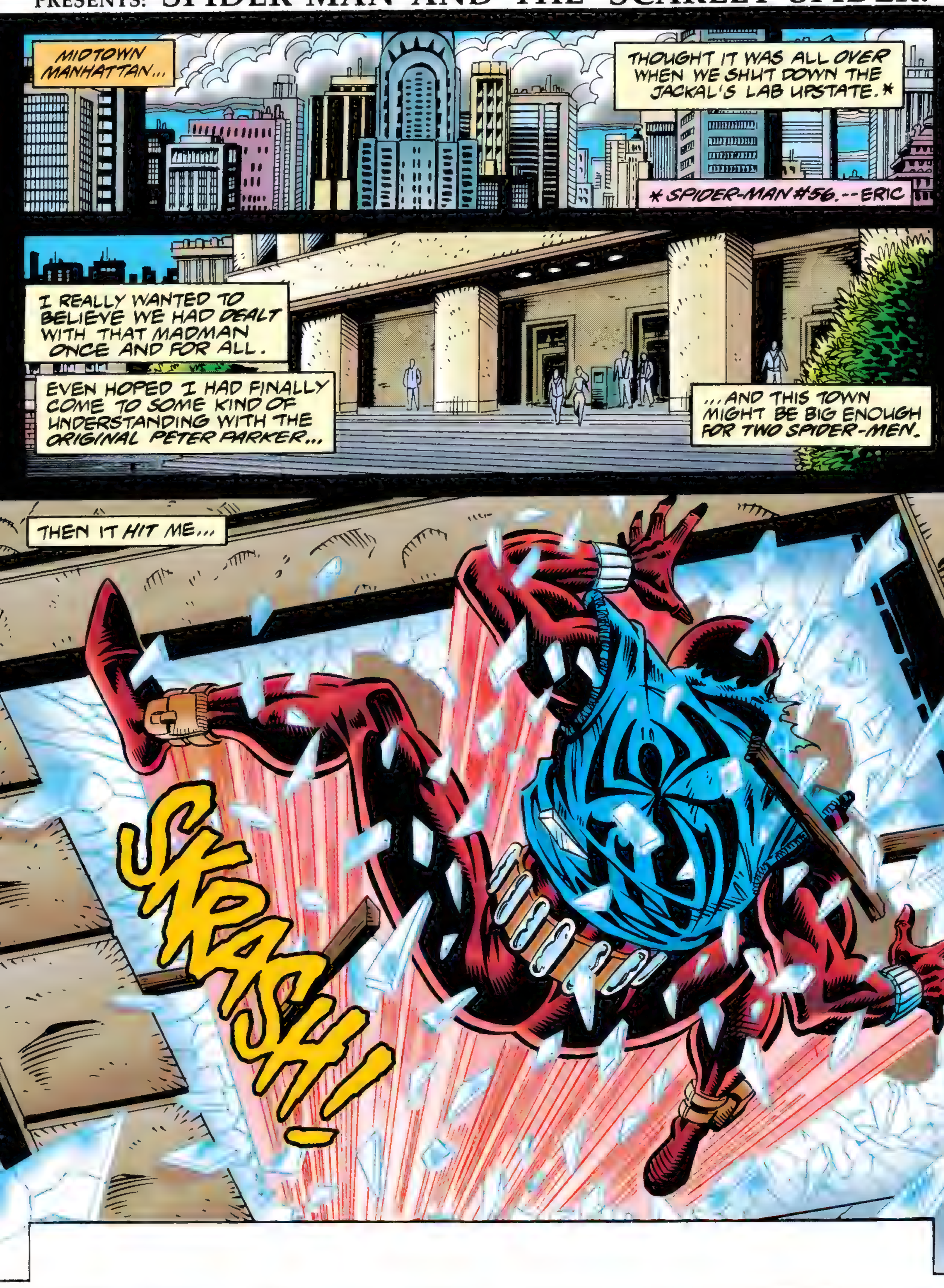
TRUE LIES!

Peter Parker

SUPERSKRULL!

STEVEN

STAN LEE
PRESENTS: SPIDER-MAN AND THE SCARLET SPIDER!


MIDTOWN MANHATTAN...
THOUGHT IT WAS ALL OVER WHEN WE SHUT DOWN THE JACKAL'S LAB UPSTATE.*
*SPIDER-MAN #56.--ERIC
I REALLY WANTED TO BELIEVE WE HAD DEALT WITH THAT MADMAN ONCE AND FOR ALL.
EVEN HOPED I HAD FINALLY COME TO SOME KIND OF UNDERSTANDING WITH THE ORIGINAL PETER PARKER...
...AND THIS TOWN MIGHT BE BIG ENOUGH FOR TWO SPIDER-MEN.
THEN IT HIT ME...
SPOSH

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

TRUE LIES

"PLAYERS AND PAWNS"

PART 2 OF 2

...THE TROUBLE HAD JUST BEGUN.

THE SCARLET SPIDER WASN'T EVEN BROKEN YET, JACKAL...

...WHY'D YOU THROW HIM AWAY SO SOON?

PLEASE... D-DON'T HURT...

=UKK=

...THE K-KIDS...

HE'S SIMPLY NOT THE MAN HE USED TO BE, LITTLE JACK...

...BUT THIS THOMPSON TOY STILL HAS SOME LIFE LEFT!

BESIDES, IT'S FUN MESSING WITH REILLY. BY TORTURING SOMEONE HE REMEMBERS AS PETER PARKER'S FRIEND--

--IT'S LIKE DOING IT TO HIM DIRECTLY.

PLUS, I HAVE TIME TO KILL WHILE MY NEW LAB IS BEING SET UP.

TERRY KAVANAGH
WRITER
STEVEN BUTLER
PENCILER
RANDY EMBERLIN
INKER
STEVE DUTRO
LETTERER
KEVIN TINSLEY
COLORIST
ERIC FEIN
EDITOR
DANNY FINGEROTH
GROUP EDITOR
BOB BUDIANSKY
EDITOR IN CHIEF

WHY...?

COULD BE THE COMPANY YOU KEEP, FLASH M'BOY.

OR A PLOT TO CLEANSE THE GENE POOL OF BRAINLESS JOCKS. OR MAYBE JUST A BAD HAIR DAY...

WOULD YOU BELIEVE--

--THE DEVIL MADE ME DO IT?!

NOOOO!

THWIP

YES.

THAT'S THE VERY FIRST THING YOU'VE SAID SINCE YOUR... REBIRTH, JACKAL--

--THAT I DO BELIEVE!

UNbelievable.

My gorgeous wife's at home in front of a roaring fire--ALONE--carrying our child...

...our child...

...while I'M facing off on a bitter-cold rooftop with a complete stranger.

A GIFT HORSE that just stepped out of the shadows and handed me all the evidence I should ever need...

...to prove I'm the one-and-only ORIGINAL SPIDER-MAN.*

THIS FILE SAYS EVERYTHING I HOPED TO KNOW, KAINE...

...BUT IT'S JUST WORDS ON PAPER. FACTS AND FIGURES OUT OF THIN AIR, FOR ALL I KNOW.

*SEE SPECTACULAR #222. --ERIC

IT'S NOT ENOUGH. NOT NEARLY ENOUGH.

NOW I WANT SOME REAL ANSWERS--

--REAL FAST!

DO NOT PUSH ME, SPIDER-MAN...

...YOU ARE NOWHERE NEAR READY FOR IT.

FIRST THINGS FIRST HERE.

POOT

YAA!

DOWN-COURT, KIDDOS...

...NOW!

THE GENETRIX ARE NOTHING MORE THAN OVERGROWN "VIRUSES"--CONSTANTLY MUTATING AND TWISTING FROM ONE FORM TO ANOTHER--FROM HUMANOID TO MONSTROUS.

7

OOP

THEIR GENETIC MATRIX IS SO UNSTABLE...

BLPH

INTO THE MIX, JACK.

ME?

YOU HAVE NOTHING TO LOSE, BOY...

...TRUST ME.

IT'S MERELY A MATTER OF TIME...

POOMF

...CELLULAR BREAKDOWN IS INEVITABLE.

THANKS, BOSS. LOTS. I THINK.

GO!!

WATCH YOUR STEP HERE, SON... CAREFUL OF THAT GLASS...

I HEAR SIRENS APPROACHING ALREADY, BUT THE JACKAL'S SEALED ALL THE GYM DOORS.

GOTCHA, C-COACH THOMPSON.

SO I'LL LOWER EACH AND EVERY ONE OF THESE KIDS TO THE GROUND MYSELF IF I HAVE TO...

POOP

"...EVEN IF I'D MUCH RATHER BE IN THE THICK OF IT WITH THE SPIDER."

I'M IMPRESSED.

FLASH HAS COME A LONG WAY FROM THE CLASS BULLY I REMEMBER, TERRORIZING THE SCHOOLYARD, JUST FOR ATTENTION FROM THE GIRLS.

PENNY FOR YOUR THOUGHTS, SCARLET...

--BUT IT IS WHAT I DO BEST, AFTER ALL--

JACK?!

SO SORRY TO DISTRACT YOU, RED--

--AND IT'S REALLY JUST A MATTER OF TIME...

MAYBE HE'S FINALLY LEARNED THAT A TRULY STRONG MAN KNOWS HIS LIMITATIONS, IF NOTHING ELSE.

WISH I COULD SAY THE SAME.

HADES

YEOW!

LOOKS LIKE YOUR TIME IS UP, IMP.

UNLESS A DOSE OF STINGERS AND IMPACT-WEBBING--

--PUTS THE LAST OF THE GENETRIX DOWN FOR THE COUNT!

THWIPTH

YOU S-SAVED MY LIFE...?

PLOOP

HOW CAN I EVER THANK YOU, SCARLET?

EASY. DON'T CALL ME "SCAR--"

--REARGH!

SHRK

09

WHERE AM I...?

Ellie's Truck Stop

GO

JUST HOPPED ON THE FIRST TRUCK TOWARD NEW YORK. THAT STOPPED FOR ME LAST NIGHT*...

...AND HOPPED OFF THE NEXT PLACE I COULD.

STUMBLED OUT OF THAT WEIRD LAB IN THE CATSKILLS WITH ONLY THE CLOTHES ON MY BACK...

WHO AM I?

SOMEBODY UP AT THE LAB CALLED ME "PETER PARKER." IS *THAT* WHO I AM?

SO TIRED. I NEED SOME REST.

NO ONE SHOULD BOTHER ME BACK HERE.

*SPECTACULAR SPIDER-MAN #222.--ERIC

HOLD IT RIGHT THERE, PAL!

HOW HAS IT COME TO THIS...?

NEVER SHOULD HAVE GIVEN HIM THE FILE IN THE FIRST PLACE. EVERY ANSWER JUST LEADS TO ANOTHER QUESTION...

YOU'RE FAST FOR YOUR SIZE, KAINE--A LOT FASTER THAN YOU LOOK --BUT THAT'S ALL I KNOW SO FAR.

SO YOU'RE NOT GOING ANYWHERE...

...UNTIL WE TALK!

WE ALL HAVE OUR SECRETS, PARKER...

THWK

...EACH AND EVERY ONE OF US.

THIS WAS A MISTAKE. A GRAVE MISTAKE.

OR WAS IT?

MAYBE IT'S EXACTLY WHAT THE JACKAL WANTED--WHAT HE PLANNED ALL ALONG--

--JUST ANOTHER ROUND OF HIS GAME...

BOOM

BUT I, AT LEAST, WILL BE A PLAYER--

--NOT A PAWN!

KAPOW

JACKAL COULD HAVE KILLED ME WITH THAT SWIPE.

SPIDER-SENSE TRIED TO WARN ME, BUT I WAS TOO BUSY SAVING JACK FROM THE LOCAL WILDLIFE.

...DON'T MAKE IT SO EASY!

BACK FEELS LIKE IT'S ON FIRE...

...BUT HE COULD HAVE KILLED ME--

--EEYAAR!

I'VE BEEN DREAMING OF THESE MOMENTS-- QUITE LITERALLY-- FOR HALF A DECADE, SON...

NEVER, EVER TURN FROM ME AGAIN, CHILD--

--THE NEXT CUT IS THE DEEPEST!

KROOM

TAKE THAT, SPIDER...

...AND THAT...

...AND THAT...

P-PLEASE DON'T DROP ME, COACH...

NOT A CHANCE, BUDDY..

--I'VE GOT YOU ALL THE WAY.

PATHETIC.

HKK

I THOUGHT I MADE YOU BETTER THAN THIS, "BEN"...

WRONG.

...AND I KNOW I TAUGHT YOU BETTER!

KIDS ARE ALL CLEAR, HERO--

--WE'RE OUTTA HERE!

...THE MAN I FOUGHT LONG AND HARD TO BECOME. AN IDENTITY EARNED IN BLOOD, SWEAT, AND TOO MANY TEARS.

SHRRK

DEAD WRONG.

CLONE OR NOT, BEN REILLY IS MY CREATION...

WHATEVER-- WHOEVER-- I AM TODAY...

...IS MY RESPONSIBILITY ALONE!

AND YOU, JACKAL--

YOU!

--ARE JUST ANCIENT HISTORY!

UHNN...

STOOM

FOREST HILLS HOSPITAL...

IT'S BEEN TOO LONG, MAY.

YOUR SYSTEMS ARE FINALLY STABILIZING, BUT YOU'VE BEEN IN THIS COMA FOR WEEKS NOW...

...AND WE HAVEN'T EVEN BEGUN TO ASSESS THE DAMAGE FROM YOUR **STROKE**.

ALWAYS BEEN A FIRM BELIEVER IN ***TALK THERAPY***, LADY--FOR THE VALUE TO THE VISITOR, IF NOTHING ELSE--

--BUT THERE'S NO WAY TO KNOW HOW MUCH YOU ***UNDERSTAND***.

MORE than you imagine, doctor. More than I can REMEMBER...

...SO MUCH has happened...

...so much still WAITS.

MRS. PARKER--?!

MAY?!

YOU'RE AWAKE--?!

THE CHILDREN ARE ALL SAFE. BUILDING'S STILL STANDING...

...AND THE POLICE HAVE THE SITUATION COMPLETELY UNDER CONTROL.

BUT IT'S NOT OVER YET...

CONTACT KAFKA AT RAVENCROFT--

--TELL HER TO PAD ANOTHER CELL FOR THE JACKAL!

NYPD

I'LL NEVER FORGET THIS, SPIDER.

WARREN STILL HASN'T PLAYED HIS TRUMP CARD. THE WHOLE TRUTH ABOUT ME--

--ABOUT THE MAN UNDER THIS MASK--

-- AND THE OTHER PETER PARKER...

YOU'VE NO IDEA WHAT YOU'VE DONE-- COULDN'T EVEN BEGIN TO GUESS, REALLY--

--BUT I OWE YOU ONE, KID.

ESPECIALLY, SINCE, I WANT TO GO TO RAVENCROFT WITHOUT BREAKING IN AND CAUSING A DISRUPTION.

THERE'S SOMETHING THERE THAT BELONGS TO ME.

WHAT'S THAT ALL ABOUT, MISTER?

DON'T HAVE A CLUE, SARGE...

...BUT I KNOW SOMEONE WHO DOES!

THWIP

LET'S CHAT, CHUMP.

BETTER YET, CHUM... ...LET'S DEAL.

SEE THIS DISK? PROOF POSITIVE-- HARD DATA AND COLD CALCULA-TIONS--

--THAT YOU ALONE ARE THE HONEST-TO-GOODNESS, GENUINE SPIDER-MAN.

PUTTING A LIE TO ALL THE OTHER LIES THAT--

NYPD

NYPD

TSK, TSK, JACK..

NO!

--I DO BELIEVE THAT'S MINE!

SNAP!

JACKAL JUST TRIGGERED SOME KIND OF... OF...

YOUR FUTURE...

...IN YOUR HANDS NOW...

GENETIC DETERIORA-TION, SCARLET.

FIRST POINTS TO YOU, KAINE--

--NOW IT'S MY TURN!

POW

THIS MUST END.

HERE AND NOW.

IF IT MUST BE DONE...

THK THK THK

...LET IT BE QUICK.

HEY--!

AND DECISIVE.

PUT ME DO--

SHEE!

Can't even spin a web BEFORE--

THOK

That HURT.

A lot.

But whatever doesn't kill me...

...still hurts.

A LOT.

THWIP

GET READY TO FEEL THE BURN...

...KAINE--?!

GONE Already...

PRELIMINARY RESULTS CONFIRM YOUR PROGNOSIS, DR. CAPUTO. THE PATIENT'S REGAINED FULL CONSCIOUSNESS--

BUT SHE'S NOT RESPONDING TO OUR PRESENCE AT ALL.

INDICATIONS OF BRAIN DAMAGE, JULIA?

TOO SOON TO TELL FOR SURE.

MAY PARKER'S JUST COME OUT OF A WEEKS-LONG COMA--

--EXCELLENT NEURAL AND SENSORY REACTIONS--

--SHE'S STILL IN SHOCK--

I'VE GOT TO FIND MAY'S NEPHEW-- PETER--OR HIS WIFE...

...THE BEST MEDICINE I CAN PRESCRIBE NOW IS A SOLID DOSE OF FAMILY.

CONGRATS, DOC. PARKER WAS A REAL DARK HORSE THERE FOR A WHILE.

SHE TURNED OUT TO BE ONE TOUGH OLD MARE IN THE END, THOUGH, DOCTOR...

AND I HAD NOTHING TO DO WITH HER RECOVERY.

WRONG about that, dear.

You gave me TIME. Time to FIND the strength I needed.

PRECIOUS time.

HURRY, PETER...

...PLEASE...

HAVEN'T BEEN BACK HERE SINCE THAT NIGHT...

...AND THAT VERY FIRST CONFRONTATION WITH MY BETTER HALF, THE ORIGINAL PETER PARKER. THE SO-CALLED REAL SPIDER-MAN.*

STILL DON'T REMEMBER MUCH BETWEEN THE EXPLOSION AT THE STADIUM AND WAKING UP AT THE FOOT OF THIS SMOKESTACK...

...BUT I ALWAYS FIGURED THAT HE BROUGHT ME HERE FOR SOME REASON.

*AMAZING SPIDER-MAN #150. --ERIC

CAN'T HELP WONDERING IF PETER EVER FACED A MOMENT LIKE THIS. IF HE EVER SAW HIS ENTIRE LIFE REDUCED TO A SINGLE OBJECT...

AND I WONDER IF IT SCARED HIM HALF AS MUCH AS ME.

...THAT JUST MIGHT BE AN ANSWERED PRAYER.

JACK SACRIFICED HIMSELF TO SHARE THIS SECRET...

...OR DID HE?

THIS COMPUTER DISK COULD HOLD A MIRACLE-- NEW EVIDENCE THAT I'M ACTUALLY THE ONE TRUE PARKER--

--OR IT COULD BE ANOTHER OF THE JACKAL'S SICK JOKES.

AFTER ALL THESE YEARS AWAY-- ALL THE DREAMS AND DOUBTS...

...I STILL CAN'T HELP BUT WONDER WHAT PETER WOULD HAVE DONE.

BUT IT REALLY DOESN'T MATTER.

I'M NOT PETER PARKER!

NOT THAT PETER PARKER. NOT ANYMORE.

SPLASH

AND BEN REILLY NO LONGER NEEDS VALIDATION FROM ANYTHING-- ANYBODY--

--BUT ME.

JACKAL ONLY REMINDED ME OF THAT AGAIN TONIGHT.

MY OWN ROOTLESS EXISTENCE--EACH AND EVERY FRIEND AND FOE ALONG THE WAY--HAS LONG SINCE PROVEN...

...LIFE IS IN THE LIVING!

THWIP

MANHATTAN, THE DISTRICT ATTORNEY'S OFFICE.

WE'VE GOT A PROBLEM.

WHAT DO YOU MEAN? JUST A WHILE AGO YOU TOLD US THE WARRANT WAS ON THE WAY.

SORRY, *TREVANE*. IT'S NOT MY FAULT. THE PAPERWORK IS WITH THE JUDGE AND HE'S A *STICKLER* FOR PROCEDURE--

--ESPECIALLY, WHEN IT INVOLVES A PERSON WHO'S *NEVER* BEEN CONVICTED OF A CRIME.

YOU AND *RAVEN* WILL JUST HAVE TO BE PATIENT.

ELSEWHERE.

STILL SO TIRED EXHAUSTED TO THE BONE...

AS IF THIS IS ALL I KNOW--ALL I'VE EVER KNOWN--

--AS IF I COULD SLEEP FOREVER...

WHAT THE--?!

HOLY...!

KWOK

HEAD'S BLARING-- BUZZING, LIKE SOME FRENZIED INSECT--

--WHILE THESE THREE ARE TRYING TO CRACK IT OPEN.

THEY NEVER STOOD A CHANCE, REALLY.

SOON AS THAT INHUMAN INSTINCT WARNED ME...

...I REACTED INSTINCTIVELY-- IMPOSSIBLY-- TO THE THREAT SOMEHOW.

BUT WHY-- HOW--?

WHAT IN GOD'S NAME AM I?!

NEXT WEEK: AMAZING SPIDER-MAN #400! A PARKER DIES!

NEXT MONTH: THE "MARK OF KAINE" BEGINS HERE!

MARVEL COMICS

PLANET OF THE SYMBIOTES Part 1 of Five

THE AMAZING SPIDER-MAN

SUPER SPECIAL

#1
1995

APPROVED BY THE COMICS CODE AUTHORITY

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS

THE AMAZING SPIDER-MAN®

ZZRATCH

MAN, YOU GUYS JUST KILL ME--!

VRRRRR

VRRRRR

VRREET

PLANET OF THE SYMBIOTES CHAPTER ONE:

THE FAR CRY!

DAVID MICHELINIE · WRITER DAVE HOOVER · PENCILER RALPH CABRERA · INKER BILL OAKLEY · LETTERER TOM SMITH · COLORIST TOM BREVOORT · EDITOR DANNY FINGEROTH · GROUP EDITOR BOB BUDIANSKY · EDITOR IN CHIEF

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

YOU SAY YOU'RE *NEO-LUDDITES*, WANT TO ELIMINATE *TECHNOLOGY*--

--BUT YOU DO IT WITH STOLEN *LASER* RIFLES?!?

TALK ABOUT *MEGA-* HYPOCRISY--!

THE DEVIL'S *ARMS* SERVE WELL AGAINST THE DEVIL'S *WORK*!

BESIDES, DESTROYING THAT *CLYSTRON WAVE MODULATOR* IS WORTH ANY COMPROMISE!

THAT'S THEIR TARGET? THAT BIG MACHINE SUSPENDED OVERHEAD?

IT COMPACTS ENERGY WAVES, MULTIPLYING THE STRENGTH OF ANY ATTACHED *POWER SOURCE* BY TEN!

TECHNOLOGY ALREADY BLIGHTS THE ENVIRONMENT-- THIS "ADVANCE" COULD INCREASE THAT DETERIORATION *TENFOLD!*

SPIDER-SENSE TINGLING!

CAUGHT IN A SQUEEZE PLAY!

CAN'T TUMBLE AWAY IN TIME!

BUT WITH THE PROPORTIONATE STRENGTH OF A *SPIDER*--

TOK

"--I DON'T HAVE TO!"

SKTASH

SIXTY SECONDS EARLIER, ONE BLOCK AWAY.

IS IT... *US?*

EDDIE BROCK COMMUNES WITH THE ALIEN SYMBIOTE THAT MIMICS HIS HUMAN CLOTHING.

EVER SINCE WE JOINED, BECAME ONE--

--BECAME *VENOM*--

--I SAW US AS KINDRED SPIRITS, ACTING *TOGETHER*. NOW--

--I'M NOT SURE.*

*SINCE THE EVENTS OF VENOM: SEPARATION ANXIETY.-- TOM

I KNOW IT'S RIGHT TO PROTECT *INNOCENTS*, NO MATTER WHAT COST--

--INCLUDING THE *DEATHS* OF THOSE WHO'D HINDER US! AND YET...

...HAVE THOSE DEATHS BEEN *OUR* CHOICE, OR *YOURS?*

I WAS ALWAYS A PHYSICAL PERSON, BUT UNTIL OUR UNION I WAS NEVER *SO*--

--VIOLENT?

S-K-T-A-S-H

TWELVE DOWN, THIRTY OR FORTY TO GO!

sigh

GONNA BE A LONG DAY...!

AWRIGHT! FROM UP HERE, I CAN GET A CLEAR SHOT AT--

--huh? A SHADOW! FROM--

"--ABOVE?"

KRUNG

yeep!

WE THOUGHT WE'D RETURN YOUR LITTLE *MACHINE*--

--BEFORE IT COULD FALL ON ANY *INNOCENT* BYSTANDERS!

VENOM?! *ah, geez!*

LONG DAY JUST GOT *LONGER!*

IF HE'LL JUST BEHAVE 'TIL I CAN GET FREE...!

UNCARING NEANDERTHALS LIKE YOU TEND TO HAVE TINY BRAINS!

PLIP!

YUM!

:smack:

WE LOOOOOVE HORS D'OEUVRES!

NO! GOTTA GET OVER THERE BEFORE--

WAIT!

I--I DIDN'T SAY *KILL* HIM!

WHAT?

I...I *THOUGHT* IT?

ARE YOU SURE...?

WHAT THE--!?

uh-oh! SPIDER-SENSE TINGLING!

GO! *SPERZEL'S* MORE IMPORTANT THAN THIS! I'LL DO WHAT I CAN!

RIGHT!

MACHINE ACTIVATING !?

TIK-TAKKA-TEK!

SHUT IT OFF! *NOW!*

YOU KIDDIN'?

I DON'T EVEN KNOW HOW I TURNED IT *ON!*

whoa! TALK ABOUT BEGIN-NER'S LUCK!

URRRK

VENOM AND YOUR BUDDIES TOOK OFF!

BUT WHAT TO DO WITH *YOU*...?

SLOWLY, SPIDER-MAN'S FINGERS CURL TOWARDS HIS PALM...

*...WHERE THEY LIGHTLY TAP THE TRIGGER OF HIS **WEB-SHOOTER!***

SIRENS HEADED THIS WAY!

POLICE CAN HANDLE IT NOW!

NUTS! FIGURED VENOM'D BE LONG GONE--

--BUT THOSE *LUDDITES* ARE NOWHERE IN SIGHT, EITHER!

I MAY HAVE A CLUE, THOUGH: I'VE HEARD THE WORD "SPERZEL" BEFORE!

JUST CAN'T PLACE IT!

HARD TO CONCENTRATE, AFTER WHAT I SAW!

VENOM'S *HESITATION* IS SOMETHING NEW, AND COULD BE *BIG!*

I'VE NEVER BEEN ABLE TO PUT VENOM COMPLETELY OUT OF BUSINESS BEFORE! BUT NOW--

--THERE MAY BE A WAY TO MAKE *EDDIE BROCK* DO IT!

THIS IS BAD.

OUR EFFICIENCY AS A *PROTECTOR* IS BEING COMPROMISED!

WE...

...I...

...HAVE TO BE STRONG-- CONFIDENT! *WAFFLING* ISN'T MY WAY! AND YET...

...I HAVE QUESTIONS. PERHAPS IF I WERE TO TALK TO SOMEONE--

--WHAT?

YES! YOU'RE *RIGHT!*

I DON'T *NEED* ANYONE ELSE! I'M EDWARD ALLAN BROCK! AND BY HEAVEN, I AM THE *MASTER* OF MY OWN FATE!

AREN'T I...?

YEP, YOU'RE A *TUB*, ALL RIGHT!

C'MON, MARY JANE--

--YOU HAVEN'T GAINED AN *OUNCE* SINCE WE WERE MARRIED! DRINK UP!

WHOLE MILK'S GOOD FOR YOU--AND EVEN BETTER FOR THE *BABY!*

BUT ONLY IF YOU PRESCRIBE A LITTLE MORE *HOME TIME* FOR YOURSELF!

WISH I COULD, HON.

OH, OKAY, "DR. PARKER"!

BUT WE NEED THE MONEY I BRING IN SELLING SPIDER-MAN PHOTOS TO THE *DAILY BUGLE*. BESIDES--

--IF I CAN EXPLOIT THE *RIFT* I SAW BETWEEN EDDIE BROCK AND HIS "OTHER"--

--MAYBE I CAN CONVINCE HIM TO *CHOOSE* NOT TO BE VENOM ANY MORE!

AND TO MANAGE THAT, I'LL HAVE TO DO A LITTLE--

"--RESEARCH!"

YEAH, *REED* USETA DO A LOT O' THAT RESEARCH STUFF, TOO!

I CAN IMAGINE! THANKS FOR LETTING ME TAP THE *FANTASTIC FOUR'S* DATABASE, BEN.

NO PROBLEM.

JUST GO TO THE MAIN MENU AND CLICK ON "SPIDER-MAN," KID.

UNFORTUNATELY, THIS *MISSION REVIEW* ISN'T TELLING ME A LOT I DIDN'T ALREADY KNOW! AFTER ALL--

"--I WAS THERE *WITH* THE FF ON BATTLE-WORLD, DURING THE GREAT SUPER HERO WAR!

"WHEN MY COSTUME GOT DAMAGED, *THE HULK* TOLD ME THERE WAS A MACHINE THAT COULD GENERATE A NEW ONE BY THOUGHT ALONE!*

*SEE MARVEL SUPER HEROES SECRET WARS #8. --TOM

"BUT WHEN I FOUND WHAT I ASSUMED WAS THE RIGHT MACHINE, AND STUCK MY HEAD IN--

"--THIS BLACK *BLOB* POPPED OUT!

"IT FLOWED UP MY ARM, BECAME A NEW COS-TUME THAT OBEYED MY MENTAL COMMANDS!

"I SUPPOSE THE FACT THAT IT DIDN'T *LOOK* LIKE MY OLD COSTUME SHOULD'VE BEEN A CLUE--

"--BUT I DIDN'T REALIZE 'TIL I GOT BACK TO EARTH THAT IT WAS A LIVING, ALIEN *BEING!*"

AND THAT WAS JUST THE BEGINNING. THE ALIEN WAS A *SYMBIOTE*, TRIED TO *BOND* WITH ME AGAINST MY WILL!

"IT WAS ONLY BY USING THE RIGHT *SONIC FREQUENCIES* THAT I WAS ABLE TO DRIVE IT AWAY BEFORE THE JOINING BECAME PERMANENT!

"...BUT IT SURVIVED TO FIND A *WILLING* HOST: THE MENTALLY UNBALANCED EDDIE BROCK! AND THEIR SHARED HATRED OF ME LED THEM TO BECOME--

"I THOUGHT I'D KILLED THE CREATURE, SOME-TIMES I WISH I HAD...

"--VENOM!"

BROCK SEEMS TO BE HAVING SECOND THOUGHTS ABOUT HIS COMMITMENT TO THE ALIEN. AND IF I CAN FIND THE RIGHT MENTAL "CROWBAR," MAYBE I CAN *WIDEN* THAT SPLIT!

THANKS, BEN. I'LL BRING THE PROGRAM BACK TO ITS MENU AND--

KLIK-KLIK!

WELL, THAT DIDN'T TEACH ME ANYTHING NEW, BUT IT DID SOLIDIFY MY FOCUS.

--WAITASEC! TWO ENTRIES ABOVE MINE! "*SPERZEL*"?

SPERZEL
SPHINX
SPIDER-MAN

THAT'S THE WORD THOSE NEO-LUDDITES USED!

YA MEAN *ANTON SPERZEL*? HE'S A CYBERNETICS ENGINEER REED USETA CONSULT WITH.

THAT'S IT! WE TALKED ABOUT HIM IN PHYSICS CLASS! HE'S SUPPOSED TO DEMONSTRATE A NEW INVENTION ON THUR--

--TODAY!

WHAT DO YOU SAY, BEN? FEEL LIKE A LITTLE CLOBBERIN' TIME?

HEY, DOES CLINTON LIKE CHEESE-BURGERS?

MOMENTS LATER...

I APPRECIATE YOUR HELP, BEN. THOSE LUDDITES WERE PRETTY FANATICAL, AND THIS COULD GET NASTY.

I SURE FEEL BETTER NOW THAT THERE'S--

--TWO OF US!

DOWNTOWN; THE STANLEY AUDITORIUM.

LADIES AND GENTLEMEN... DR. ANTON SPERZEL!

WHAT I'M ABOUT TO SHOW YOU, MY FELLOW SCIENTISTS, IS THE NEXT STEP IN *VIRTUAL REALITY!*

BY WEARING THIS HELMET, AN OPERATOR CAN "SEE" THROUGH SENSORS ATTACHED TO THE MARK-7 DIAGNOSTIC DRONE BEHIND ME.

HE OR SHE WILL THEN BE ABLE TO MANEUVER THAT VEHICLE, BY THOUGHT ALONE, INTO THE MOST HAZARDOUS OF ENVIRONMENTS; TOXIC WASTE, NUCLEAR MELTDOWN, EVEN AN ACTIVE VOLCANO!

ALL WITH A DEGREE OF SAFETY HERETO-FORE ONLY *DREAMT* OF!

AND WHEN DOES THE DREAM BECOME A *NIGHTMARE?*

HOW LONG BEFORE SUCH "PROGRESS" IS USED TO CONTROL *PEOPLE?*

WHA-- ARE YOU *MAD!?*

YEAH-- VERY!

NOW GET--

BACK!

KUNCH!

OH, MY--!

MOVE THOSE CIVILIANS TO SAFETY, ON THE DOUBLE!

ME AN' THE WEBSLINGER'LL TAKE CARE O' THE REST!

TWO OF THEM? WELL...

...WE'RE NOT ALONE THIS TIME, EITHER!

uh-oh! BAD-GUY'S PUT ON THE CYBERNETIC DERBY THAT EGG-HEAD WAS YAPPIN' ABOUT!

ACTIVATIN' THE *ROBOT*!

HRMMMMMMMMMMMM

THWIP!

NO SWEAT! I'LL JUST WEB UP THOSE SAW BLADES AND--

SRR-RR-RTCH!

--WATCH 'EM SHRED MY WEBBING LIKE DENTAL FLOSS?

YOU STICK TA THE PALOOKAS WITH GUNS, WALL-CRAWLER!

I'LL HANDLE THE MACHINE!

GO AHEAD, TWIST MY ARM...!

ALL I NEED IS *TWO SECONDS* TA--

--OW! BLADES MUST BE A NEW SYNTHETIC! CHIPPIN' EVEN *MY* ROCKY HIDE!

BETTER MAKE THAT *THREE* SECONDS...!

PERHAPS THE BEST WAY TO KILL THE SERPENT OF TECHNOLOGY, DR. SPERZEL--

--IS TO REMOVE ITS *HEAD!*

NOOOOOO--!

SO TELL US...

!?!

...WHAT PART OF "*NO*" DON'T YOU UNDERSTAND?

gulp

VENOM? BUT HOW--?

WE FOLLOWED YOU!

W-WE THOUGHT...IF WE COULD *TALK*...

HE'S UNSURE, BATTLING THE ALIEN'S INFLUENCE!

NOW'S MY CHANCE!

EDDIE! LISTEN TO ME!

IS THIS WHAT *YOU* WANT? THAT MONSTER YOU WEAR ISN'T EVEN HUMAN! HOW CAN YOU KNOW WHAT IT'S DOING TO YOU--

--HOW MUCH *CONTROL* IT HAS?

--IT'S REALLY YOUR *COSTUME* THAT'S *INSANE*?

HIT A NERVE!

THINK, *EDDIE!* WHAT IF *YOU'RE* REALLY THE VICTIM! THE INNOCENT!

WHAT IF--

HE'S STOPPED COLD!

AND WITHOUT VENOM TO WORRY ABOUT, I CAN FINISH OFF THESE LAST TECHNOPHOBES!

hnmf

SPIDEY BOPPED THE GOON WITH THE CONTROL HELMET!

ROBOT'S HESITATIN'!

'BOT?

MEET--

--FIST!

KABRASH!

LUDDITE SCREAMED! FEEDBACK MUST'VE OVERHEATED THE HELMET CIRCUITS!

HE'S JUST UNCONSCIOUS...

...BUT VENOM USED THE DISTRACTION TO ESCAPE!

LOOKING FOR HIM WOULD BE USELESS.

I CAN ONLY HOPE MY PSYCHOLOGICAL "RIGHT CROSS"--

"--HAD *SOME* EFFECT!"

SPIDER-MAN HAS EVERY REASON TO LIE, AND YET...HIS WORDS HAVE A SHADOW OF *TRUTH*.

HOW MUCH OF WHAT WE'VE BECOME HAS BEEN *OUR* CHOICE, AND HOW MUCH...

...YOURS?

I NEED TO THINK, TO MAKE A DECISION. PLEASE...

...LEAVE ME.

NO, I MEAN *COM-PLETELY!*

I CAN'T RISK YOUR TOUCH!

CAN'T BE SWAYED BY YOUR BIAS!

GO AWAY, BLAST IT! ALL OF YOU!

CAN'T YOU UNDER-STAND--?

I DON'T *WANT* YOU NOW!

SNEP!

THE BLACK SHAPE SLINKS AWAY, SLIDING SLOWLY ALONG THE DEW-DAMP GROUND.

NOW MORE THAN EVER IT IS ALIEN, TRULY ALONE.

REJECTED BY ALL IT'S CARED FOR, BY THOSE IT HAD SOUGHT ONLY TO SERVE--

--IT PULLS SORROW FROM ITS CORE, A HURT THAT EMBODIES ALL THAT IS LONELY AND FORLORN--

--AND POURS THAT PAIN INTO A SILENT SHRIEK, A PSYCHIC WAIL THAT REACHES TO THE VERY STARS ABOVE!

CLOSER TO HOME, RESULTS ARE IMMEDIATE. IN NEW JERSEY...

JOHN? ARE YOU CRYING?

I-I JUST FEEL SO... HOPELESS!

HONEY, WHAT'S WRONG?

N-NOTHIN'. sniff

IN CHICAGO...

DADDY, WHY'S SCRUFFLES MOANIN'?

HE, uh... H-HE'S JUST SINGIN', SWEETHEART.

AAOOO

INDEED, HISTORY WILL RECORD UNPRECEDENTED ALCOHOL CONSUMPTION THIS NIGHT.

AND OTHER SAD STATISTICS WILL SPIKE AS WELL.

FORGIVE ME, DORIS, I...

...JUST CAN'T TAKE IT ANYMORE!

BUT THE DIREST CONSEQUENCE UNFOLDS AT RAVENCROFT SANITARIUM...

BRRRR!

WHERE'D THAT CHILL COME FROM?

MUST BE THE COMPANY I'M KEEPIN'!

WHEN CLETUS KASADY TURNS INTO CARNAGE, HE'S THE SPOOKIEST GUY ON THE PLANET!

THANK HEAVEN HE'S IN A COMA!* SICK JERK CAN'T EVEN MOVE--

--A MUSCLE!

*SEE THE UPCOMING CONCLUSION TO VENOM: CARNAGE UNLEASHED.
--SNEAK-A-PEEK-TOM

EPILOGUE: UPSTATE NEW YORK; THE EBONY STILLNESS BEFORE DAWN.

IN AN ISOLATED CLEARING, DARKNESS SHIMMERS, AND SOMETHING THAT WASN'T THERE--

--SUDDENLY IS!

FOR THE MENTAL SCREECH THAT HAD ROUNDED THE WORLD HAD ALSO BEEN HEARD FAR BEYOND. AND SOON...

WHRRRRRRRRRRR

...THAT CRY WILL BE--

--ANSWERED!

CONTINUED IN SPIDER-MAN SUPER SPECIAL #1!

MARVEL COMICS

PLANET OF THE SYMBIOTES

Part 2 of Five

SPIDER-MAN®

SUPER SPECIAL

#1
1995

APPROVED BY THE COMICS CODE AUTHORITY

ST. PIERRE

LONG ISLAND.

THE HOUR BEFORE DAWN.

SCIENCE EXPO MAY 15-20

HOLD IT RIGHT THERE!

DON'T KNOW HOW YOU GOT IN, FELLA, BUT WE WERE *WARNED* TO WATCH FOR TERRORISTS!

PLEASE--!

"PLEASE"? YOU THINK THAT MEANS *JACK?*

YOU'RE GONNA BE ONE POLITE *CORPSE*, PAL!

BDAM! BDAM!

SHLP

SHLP

SHLP

WHAT THE--?!

PLEASE...

GHHLLGK--!

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

...HELP ME!!

DAVID MICHELINIE	writer
JOE St. PIERRE	penciler
GREG ADAMS	inker
OAKLEY / NJQ	letterers
TOM SMITH	colorist
TOM BREVOORT	editor
DANNY FINGEROTH	group editor
BOB BUDIANSKY	editor in chief

PLANET OF THE SYMBIOTES, CHAPTER TWO:

LURKERS!

MORNING; MANHATTAN.

THAT'S GOING TO STOP VENOM?!

C'MON, MARY JANE! THIS *SONIC GUN* REED RICHARDS DEVELOPED HAS BEEN ENOUGH TO STOP VENOM BEFORE!

WE'VE BEEN OVER THIS A THOUSAND TIMES! I *BROUGHT* VENOM'S ALIEN SYMBIOTE TO EARTH!*

BUT WHY DO YOU EVEN HAVE TO GO *LOOK* FOR THAT PSYCHOPATH?

WHAT IT DOES, I'M PARTLY *RESPONSIBLE* FOR! AND--HEY! COULD YOU STOP *POSING*? I'M SERIOUS HERE!

SORRY.

* IN AMAZING SPIDER-MAN #252-- TOM

THERE'VE BEEN SEVERAL HIGH-TECH THEFTS LATELY, LIKE THE ONE AT THAT *SCIENCE EXPO* LAST NIGHT.

AND REPORTS HINT THAT THE CULPRIT COULD BE *VENOM!*

BUT A FEW DAYS AGO,* I SAW SOMETHING SPOOKY: *EDDIE BROCK* AND THE SYMBIOTE WERE *ARGUING*, AT ODDS!

IF I CAN EXPLOIT THAT GAP, EVEN *WIDEN* IT, MAYBE I CAN GET EDDIE TO *CHOOSE* NOT TO BE VENOM ANY MORE!

* *IN AMAZING SPIDER-MAN SUPER SPECIAL #1-- TOM*

WELL, IF YOU *HAVE* TO GO, BETTER PUT THIS ON.

DON'T WANT TO SEE MY HUSBAND ON THE NOON NEWS IN HIS *JAMMIES!*

THANKS, MJ.

Y'KNOW, I REALLY THINK I'M ON TO SOMETHING HERE!

PSYCHOLOGY! YEAH THAT'S THE TICKET!

"PSYCHOLOGY"?

THAT WHY YOU'RE CARRYING THE BIG GUN?

HEY ;smek; I'M NOT CRAZY!

I KNOW, PETER, I JUST HOPE YOU DON'T FORGET--

--THAT THE MAN YOU'RE GOING AFTER IS!

AFTERNOON; RAVENCROFT SANITARIUM.

BREET BREET BREET

PANIC ALARM! TRIGGERED BY--

--OH LORD! SEAL THE BUILDING!

DR. WINTERS! WHAT--?

HE MOVED.

HE--? COME NOW, DOCTOR! *CLETUS KASADY'S* ABOUT AS ACTIVE AS A LUMP OF BORON!

HE'S BEEN IN AN IRREVERSIBLE *COMA* FOR DAYS!*

* *SINCE THE CONCLUSION OF VENOM: CARNAGE UNLEASHED, TO BE EXACT!--TOM*

THEN WHY DID MOTION SENSORS TRIP THE AUTO-ALARMS?

ALITOMATIC RESPONSE-- MUSCLE SPASMS!

BUT...

...CAN WE TAKE THAT *RISK?* WE BOTH KNOW ALL TOO WELL--

--WHAT KASADY IS--

--INSIDE!

"HE HAS A *MONSTER* IN HIS BLOOD! IF IT GETS OUT, IF HE TURNS INTO THE CREATURE CALLED *CARNAGE* AGAIN--"

-- HE'LL SLAUGHTER US ALL!

HE'D KILL EVERY SOUL IN THIS BUILDING IN A--

:gasp:

HE WINKED! THEO, H-H-HE *WINKED* AT ME!

GET HOLD OF YOURSELF, DOCTOR! THE MAN'S A TURNIP!

HE CAN'T WINK AT ANYONE!

ARE YOU *NUTS?*

AS GOD IS MY WITNESS, THEO...

...I *HOPE* SO!

NIGHT RETURNS, AS THE AMAZING SPIDER-MAN JOURNEYS TO NASSAU COLISEUM IN SEARCH OF A CLUE TO THE PREVIOUS NIGHT'S CRIME.

BUT WHAT HE FINDS IS--

CRIME SCENE KEEP OUT

KEEP OUT

--SOMETHING ELSE ENTIRELY!

HI!

WHAT--?

BEN! WHAT'S THE *SCARLET SPIDER* DO-ING HERE?

FATE SEEMS TO BE DRAGGING ME INTO THE ROLL OF *CRIMESTOPPER*, SO I THOUGHT I'D LOOK INTO THESE TECHNOLOGY THEFTS! I ASSUME THAT'S WHY YOU'RE--

CRIME SC

KEEP OUT

SPIDER-SENSE! SOMEONE'S COMING!

SOMEONE'S *HERE!*

KCHANG

SWI-WI-WITT!

FREEZE!

?!

GUESS "RETURNING TO THE SCENE OF THE CRIME" ISN'T JUST A CLICHÉ AFTER ALL!

BE COOL, EDDIE! OR I'LL "SONIC" YOUR SYMBIOTE INTO A PILE OF BLACK GOO!

I'M... ALONE.

I SUSPECTED MY "OTHER" OF INFLUENCING ME TO MURDEROUS WAYS. I SENT IT AWAY.

I FEAR IT'S BONDED WITH SOMEONE *ELSE*.

I CAME LOOKING FOR THEM TO STOP THE KILLING. IT'S MY... RESPONSIBILITY.

I CAN RELATE TO THAT! BUT IF YOU'RE ON OUR SIDE, YOU'D BETTER TAKE *THIS* TO PROTECT YOUSEL--

AHEM

COULD I SPEAK TO YOU FOR A MOMENT?

IN PRIVATE?

ARE YOU OUT OF YOUR MIND? GIVING A *GUN* TO THAT *MADMAN*?!

WE NEED EDDIE'S INPUT! HE KNOWS THE SYMBIOTE BETTER THAN ANYONE! BESIDES--

--THE SONIC BEAM ISN'T DANGEROUS TO HUMANS! AND THIS GESTURE COULD HELP GAIN US EDDIE'S TRUST!

I'M TAKING A BIG CHANCE, EDDIE.

YOU WON'T BE DIS-APPOINTED.

OKAY, OKAY, LET'S GO!

WE'VE GOT TO GET TO MANHATTAN BEFORE THE SYMBIOTE STEALS THAT CLYSTRON WAVE MODULATOR!

HOW DO YOU KNOW IT'S AFTER *THAT*?

uh, READ ABOUT IT IN THE PAPERS? JUST A HUNCH, BUT IT'S WORTH A TRY, ISN'T IT?

WELL, I SUPPOSE A SHAKY LEAD'S BETTER THAN NOTHING, EVEN IF IT IS A--

"--WILD GOOSE CHASE!"

THIS THE LAB WHERE YOU SAW THE MODULATOR? *

YEAH!

* IN ASM SUPER SIZE SPECIAL #1.

GUESS IT'S TIME TO REVISE MY DEFINITION OF "GOOSE CHASE"...!

BODIES, AND *PIECES* OF BODIES! BUT WHERE--

OH.

"THERE!"

AND IT'S AL-READY GOT THE WAVE BOOSTER

NOT YET! *THAT'S* THE CLYSTRON MODULATOR!

THAT'S A SPIDER SQUASHER!

SKERMASH!

I BEAT THE SYMBIOTE BEFORE,* AND I CAN DO IT AGAIN!

GOTTA HIT IT FROM BEHIND! TAKE IT BY--

* IN SPIDER-MAN #53. -- TOM

--SUR--

--PRISE?

GHLK

BEN'S IN TROUBLE! AND EDDIE'S FROZEN IN HIS TRACKS!

agk F-FACE FULL OF WEBBING! CAN'T SEE--!

PROBABLY STUNNED AT SEEING HIS "OTHER" ATTACHED TO SOMEONE ELSE!

IT'S UP TO ME TO--

PIP!

BACK OFF!

SHREEEEE

HELP ME! P-PLEASE! AND IF YOU CAN'T HELP--

--THEN KILL ME! I BEG YOU!

hnh--?

D-DON'T LET IT TAKE ME BACK!

SYMBIOTE SLINGING EDDIE TOWARD THAT WALL--!

GOT--

--HIM!

KRRNCH

PLIP

IT RIPPED OUT A SUPPORT BEAM! CEILING COMING DOWN! GOTTA SPIN A WEB SHIELD--!

EDDIE! OVER HERE!

SKARRUMBLE

KRKLNK

OUCH.

SHIELD WORKED!

BUT SOMETHING'S WRONG!

MY *OTHER* WOULD NEVER JOIN WITH A HOST WHO DIDN'T *WANT* IT!

DOESN'T MATTER NOW--IT'S GONE!

AND SO'S THE *WAVE MODULATOR!*

WE'D BETTER HEAD NORTH, FAST!

ANOTHER "HUNCH"?

uh, YEAH, I GUESS! BUT THE *FIRST* ONE PANNED OUT, DIDN'T IT?

BEN'S A CLONE! COULD HE BE FORMING A NEW *POWER*, SOMETHING PSYCHIC? AND IF SO, COULD IT BE...

...*DANGEROUS?*

MIDTOWN.

BLOOMINGDALE'S

I WON'T THINK ABOUT THE *DANGER!* I WON'T!

I REFUSE TO LET WORRY RULE MY LIFE! PETER WILL BE *FINE!*

AND WHEN HE *COMES* HOME, I'M *GOING* TO BE SMILING! MAYBE I'LL EVEN MODEL A NEW *MATERNITY* OUTFIT!

HONEY, THAT'S *ADORABLE!*

YOUR FIRST?

uh-huh.

I ENVY YOU. PAULIE AND I WOULD *LOVE* TO HAVE A COUPLE O' RUGRATS!

THEN WHY --?

PAULIE'S A *BEAT COP*-- PUTS HIS LIFE ON THE LINE EVERY TIME HE GOES TO WORK! WE FIGURED THAT WOULDN'T BE *FAIR* TO A KID.

BUT I'M REALLY HAPPY FOR FOLKS WHO DON'T HAVE TO *WORRY* ABOUT THAT KINDA STUFF! YOU'RE *SO LUCKY!*

OH YEAH. "MARY JANE, THE HUMAN RABBIT'S FOOT". THAT'S ME...!

DAWN; UPSTATE NEW YORK--

--WHERE A RENTED 4-BY-4 REACHES THE END OF THE ROAD, FORCING ITS OCCUPANTS TO CONTINUE ON FOOT.

FIGURATIVELY SPEAKING, THAT IS!

WE'RE GETTING CLOSE! I CAN *FEEL* IT!

HOW CLOSE, BEN?

=ulp= M-MAYBE A LOT CLOSER THAN WE *SHOULD* BE!

LOOK!

SYMBIOTES! AT LEAST A *DOZEN* OF THEM! BUT WHERE'D THEY COME FROM?

MORE IMPORTANT, WHAT ARE THEY *DOING*? THEY'VE HOOKED THE CLYSTRON MODULATOR TO THAT BIG MACHINE! SINCE THE MODULATOR'S DESIGNED TO BOOST ENERGY--

--THAT COULD MEAN THEY'RE USING IT TO *POWER UP* THE MECHANISM!

I KNEW SOMETHING WAS WRONG!

THE ALIEN THAT STOLE THE MODULATOR, THAT *FORCED* ITSELF ON ITS HOST--

--IT WAS ONE OF *THESE!*

BUT IF THAT WAS A *NEW* SYMBIOTE...

...WHERE'S MY *OTHER?*

WAUGH

SENTRIES! MUST'VE USED THEIR CAMOU-FLAGE ABILITIES TO BLEND IN WITH THE TREES!

FOUL PRETENDER!

GET AWAY FROM ME!

SHREEEEEEE

OKAY, SHORTY, LET'S SEE WHAT YOU'VE GOT!

=OOF=
APPARENTLY, IT'S GOT THE KICK OF A *MULE!* KNOCKED ME BACK INTO THE--

--NEST?

I'M OUTNUMBERED! DON'T STAND A CHANCE!

SPIDER-MAN! EDDIE! SAVE YOURSELVES!

OH, YEAH! LIKE WE'D EVEN *CONSIDER* THAT OPTION!

THOONT!

TRY NOT TO HURT THEM, BEN! THEY'RE INNOCENT HUMANS "INSIDE"!

I KNOW! BUT HOW-- WAITASEC!

IMPACT WEBBING! MAYBE I CAN TIE THEM UP TIGHT!

POK

NUTS! THAT LIVING SMILEY-FACE IS *ABSORBING* THE WEB CORDS!

AT LEAST *EDDIE'S* DOING ALL RIGHT! THE SONIC GUN IS KEEPING THE SYMBIOTES AWAY!

BUT I DON'T *WANT* THEM TO STAY AWAY! I WANT TO HURT THEM!

KILL THEM!

THEY MAKE A MOCKERY OF THE SACRED *BONDING*! I-- eh?

ALIEN SNUCK UP FROM BEHIND, TRYING TO WRAP AROUND ME!

GET... *OFF*!

SQWREEE

HOLY--! B-BROCK TURNED THE SONIC BLASTER...ON *HIMSELF*?!?

THK

SPIDER-SENSE! THEY 'VE *ACTIVATED* THE MACHINE!

IDIOT! YOU'RE TUMBLING INTO MY LINE OF--

--FIRE?

MY GOD! Y-YOU 'RE--

--ONE OF *THEM!*

EDDIE, LOOK OUT! IT'S GOT US! TRYING TO PULL US ALL INTO THE--

"--MACHINE!"

AND THEN... SILENCE.

CONTINUED IN VENOM SUPER SPECIAL #1!

1 • 1995
$3.95 US
$5.55 CAN

MARVEL
SPIDER-MAN
GROUP

PLANET OF THE SYMBIOTES Part 3 of Five

VENOM

SUPER SPECIAL

AN ENDLESS INSTANT AGO, SCARLET SPIDER, EDDIE BROCK AND THE AMAZING SPIDER-MAN WERE BATTLING ALIEN SYMBIOTES IN UPSTATE NEW YORK.*

WITH DEFEAT APPARENTLY INEVITABLE, PART OF SCARLET SPIDER'S COSTUME REVEALED ITSELF TO BE ANOTHER SYMBIOTE, AND DRAGGED THE THREE HUMANS INTO A BIZARRE FIELD OF CORUSCATING ENERGY. THEY IMMEDIATELY DISAPPEARED FROM SIGHT.

AND THAT, GENTLE READER, IS THE GOOD NEWS...!

AT LEAST WE'RE STILL ALIVE! THINGS COULD BE--

*SEE SPIDER-MAN SUPER SPECIAL #1. -- TOM

--WORSE?

GASP

OH, MAN...

PLANET OF THE SYMBIOTES
CHAPTER 3:

MONSTERWORLD!

...I HATE IT WHEN YOU'RE RIGHT!

DAVID MICHELINIE	writer
KYLE HOTZ	penciler
ARMANDO GIL	inker
OAKLEY / MJQ	letterers
TOM SMITH	colorist
TOM BREVOORT	editor
DANNY FINGEROTH	group editor
BOB BUDIANSKY	editor in chief

ANOTHER PLANET! THAT ENERGY FIELD TRANSPORTED US TO *ANOTHER PLANET!*

ONE WHERE SYMBIOTES HAVE *ALREADY* TAKEN OVER!

YEAH...

...AND THEY DON'T SEEM TOO THRILLED TO HAVE *VISITORS!*

TOO MANY TO FIGHT! BUT IF THEY'RE LIKE THE *VENOM* SYMBIOTE, THEY SHOULD BE VULNERABLE TO *SONICS!*

EDDIE, HIT 'EM WITH THE SOUND GUN!

EDDIE? OH, GREAT...

...HE'S TOTALLY FREAKED!

I'VE BEEN TO OTHER WORLDS, AND YOU HAVE *CLONE* MEMORIES OF THEM! BUT THIS IS TOO MUCH FOR EDDIE!

CREATURES SEEM TO BE TARGETING *ME!*

WE'VE GOT TO SNAP BROCK OUT OF IT SOMEH--

--OW!

OW!

I...I FELT THAT ONE'S PAIN! COULD IT BE--

--MY "OTHER"?

LEAVE HIM ALONE!

SHREEERREEEEE!

THEY 'RE BACKING OFF!

SO WHAT N--

THEY RULE THIS PLANET, PROBABLY AREN'T USED TO RESISTANCE!

OR PAIN!

--OWPT!

HEY, PUT ME DOWN! PUT--

--WAITASEC! IT'S STARTING THE *ENGINE* ON THIS THING! WE'VE GOT A TICKET OUT!

C'MON! LET'S--

--GO!

SHLOOP!

IT MIGHT BE WISE TO FOLLOW THE *OTHER'S* LEAD FOR NOW.

IT APPEARS TO HAVE OUR BEST INTERESTS AT HEART. BUT ONCE IT'S FOUND A SAFE PLACE FOR US TO HIDE...

...WE NEED *TO TALK!*

EARTH.

MANHATTAN.

...FORTY-FIVE... FORTY-SIX...

MERCURY FITNESS

...FORTY-SEVEN... FORTY-EIGHT...

EASY, HONEY! KEEP POUNDIN' LIKE THAT AN' YOU'LL DAMAGE THE MACHINE!

VALIO

WORKIN' OFF A MAD OR SOMETHIN'?

JAZZ

MY HUSBAND DIDN'T COME HOME LAST NIGHT.

AH, THAT'S NOTHIN'! MY SWEETIE DOES THAT ALLA TIME!

DOES YOUR SWEETIE FIGHT BRAIN-EATING MONSTERS FROM OUTER SPACE?

uh...

...FIFTY-ONE...

...uh...

...FIFTY-TWO...

...uh...

...FIFTY-THREE...

...uh...

JAZZERCIZE!

PAZ

MEANWHILE, A WORLD AWAY...

IS THIS SOME SORT OF...WARE-HOUSE?

WHO KNOWS? IMPORTANT THING IS, IT'S DESERTED!

THAT'LL GIVE US TIME TO DO EXACTLY WHAT EDDIE SUGGESTED--PUMP HIS "OTHER" FOR INFORMATION!

THE ALIEN BROUGHT US HERE, SO IT MUST KNOW WHAT'S GOING ON! ASK IT, BEN!

YOU DON'T THINK I'VE *TRIED*?

THIS...*THING* PASSED ON EMPATHIC "HUNCHES" THAT HELPED ME FIND THE ALIEN CAMP ON EARTH-- *

--BUT IT WON'T COMMUNICATE ANY OTHER WAY! AT LEAST, NOT TO *ME*!

* SPIDER-MAN SUPER SPECIAL. -- TOM

NUTS. I WAS AFRAID OF THIS, EDDIE--

--YOU'RE GOING TO HAVE TO BECOME *VENOM*!

I'D... RATHER NOT.

YOU THINK I *LIKE* THE IDEA?

BUT *UNDERSTANDING* MAY BE OUR ONLY CHANCE TO GET OUT OF THIS MESS *ALIVE*!

ALL RIGHT. I WILL IF--

--YOU...

...NO...

...WE!

YES, I REALIZE THIS IS ONLY TEMPORARY! I DON'T LIKE IT ANY MORE THAN YOU DO!

VERY WELL. I UNDERSTAND.

I'LL TELL THEM...

"...THAT YOUR RACE IS ONE OF *CONQUERORS!*

"HAVING NO FEELINGS OF THEIR OWN, THEY'RE ADDICTED TO THE STRONG EMOTIONS OF *HOST* CREATURES. ONCE THEY SUBDUE A RACE, THEY FORCE THEIR UNWILLING PARTNERS TO TAKE RISKS, SO THEY CAN SHARE THE ADRENALINE RUSH. APPARENTLY, THEIR DEFINITION OF 'SYMBIOSIS' IS A BROAD ONE!

"MY *OTHER* HAD BEEN AN ABERRATION, HAD SOUGHT TO JOIN *WITH* ITS HOST, TO *BELONG* RATHER THAN DOMINATE, AND HAD THUS BEEN JUDGED *INSANE*. IT WAS IMPRISONED, TO BE STUDIED BEFORE BEING VAPORIZED TO SAFEGUARD THE GENE POOL."

YOU...NEVER TOLD ME THAT BEFORE! *eh?* YOU WERE *ASHAMED?* THOUGHT I MIGHT NOT *WANT* YOU? BUT THAT'S ABSURD! I NEVER WOULD HAVE--

--OH. QUITE CORRECT. THAT'S NOT IMPORTANT NOW.

PLEASE CONTINUE.

"THE PRISON LAB WAS TRANSPORTED TO BATTLEWORLD DURING THE GREAT SUPER HERO WAR, WHERE *PETER PARKER* INADVERTENTLY RELEASED THE OTHER!* THINKING IT MERELY A COSTUME, HE WORE IT BACK TO EARTH.

"BUT WHEN IT TRIED TO *BOND* WITH HIM, TO MAKE THEIR SYMBIOTIC JOINING PERMANENT, PARKER *REJECTED* IT!

* *MARVEL SUPER-HEROES SECRET WARS #8. -- TOM*

"THEN THE SYMBIOTE AND I FOUND EACH OTHER, AND HAD A LONG AND FULFILLING RELATIONSHIP THAT ONLY RECENTLY... ENDED.

"IN PREVIOUS BATTLES, IT HAD SENSED SIMILARITIES BETWEEN *BEN REILLY* AND ITS ORIGINAL HOST, AND SO SOUGHT TO JOIN WITH REILLY.

"BUT IT KEPT ITS PRESENCE SECRET, FEARING REJECTION YET AGAIN."

IT HELPED THE ONLY WAY IT COULD, OFFERING EMPATHIC CLUES THAT LED US TO OUR QUARRY. AND WHEN WE WERE ABOUT TO BE DEFEATED, IT SAVED US--

--BY DRAGGING US INTO THE STARGATE THAT TRANSPORTED US *HERE!*

BUT WHY WAS THE "STARGATE" THERE IN THE FIRST PLACE?

UNFORTUNATELY...

"...HOSTS HAVE A LIMITED TERM OF *UTILITY*. ENTIRE RACES ARE USED UP, MEETING EXTINCTION BEFORE THE VAMPIRIC RUSH-LUST OF THE THRILL-SEEKING SYMBIOTES!

"THEREFORE, SCOUT SHIPS CONSTANTLY SCOUR THE GALAXY FOR SUITABLE REPLACEMENTS.

"WHEN MY OTHER AND I PARTED, ITS..*ANGUISH* ESCAPED IN A PSYCHIC SCREAM, APPARENTLY STRONG ENOUGH TO BE FELT BY FELLOW CREATURES IN A NEARBY SOLAR SYSTEM.

"THEY HOMED IN ON THE CRY, AND FOUND EARTH!

AND WHAT HAPPENS WHEN THEY *GET* THOSE COORDINATES?

THEN...THE FULL-SCALE *INVASION* BEGINS!

"BUT SINCE THEY WERE TOO FAR FROM THIS WORLD FOR RADIO CONTACT, THEY COMMANDEERED LOCAL TECHNOLOGY TO BUILD A STARGATE, INTENDING TO SEND ONE OF THEIR PARTY HERE WITH EARTH'S COORDINATES."

INTERLUDE: A HIGH SECURITY GOVERNMENT INSTALLATION IN RURAL NEW YORK.

THOSE ADMINISTRATORS AT RAVENCROFT ARE A BUNCH OF *WUSSES*--

--BUT THEY WERE SMART TO SEND *CLETUS KASADY* HERE! NO WAY HE'LL USE HIS MUTATED BLOOD TO TURN INTO *CARNAGE* IN THIS PLACE!

NOT THAT, THAT'S GOING TO HAPPEN SOON!

NOT WITH MR. SERIAL KILLER IN A COMA, A COMPLETE VEG--

--GIE? OH, LORD! F-FRANK! *LOOK!*

OUR TECHNOLOGY'S CUTTING EDGE! EVEN GOT KASADY HOOKED TO COMPLITERS THAT'LL LET HIM TALK WITH *BRAIN WAVES!*

WHAT? IT'S DIGITAL CODE. COMPUTER'S RUNNING DIAGNOSTICS! SO?

NOTHING. I-I GUESS MAYBE I'VE JUST BEEN AROUND...*THAT* TOO LONG!

ELSEWHERE...

CAN'T WAIT AROUND ANY LONGER! REACHING THAT STARGATE IS OUR ONLY HOPE OF GETTING BACK TO EARTH!

AND GOING ON FOOT, USING COVER, WILL GIVE US OUR BEST CHANCE OF GETTING THERE!

THE TRICKY PART WILL BE IN SETTING UP A DISRUPTION WAVE IN THE TRANSPORT MACHINERY, TO DESTROY IT ONCE WE'RE GONE!

MY OTHER ASSURES ME IT KNOWS WHAT TO DO.

YEAH, BUT HOW DO WE KNOW WE CAN TRUST--

MY OTHER WOULD *NEVER* LIE TO ME!

NEVER!

OKAY, OKAY! *sheesh!*

NEVER!

NEVER...

SO FAR, SO GOOD. BUT WE'D BETTER TAKE IT SLOW. IF THESE SYMBIOTES LEARN TO AVOID OUR *SPIDER-SENSE*, LIKE EDDIE--

I KNOW WHAT YOU MEA--

shhh!

I SEE 'EM!

ƧO:ΔC SSSSS...

TH-THAT ALIEN DIED, ALL USED UP! AND THEY JUST *LEFT* HIM!

HE WAS AN INNOCENT *VICTIM.*

MAN, I WISH WE COULD DO SOMETHING TO HELP *HERE!*

SO DO I, BEN. BUT THE THREE OF US ALONE WOULDN'T STAND A CHANCE!

THE ONLY THING WE CAN DO IS MAKE SURE THIS DOESN'T HAPPEN ON *EARTH!*

THERE! WE'VE REACHED THE GATE!

YEAH, AND PRETTY *EASILY*, TOO! EVERYONE MUST BE OUT *LOOKING* FOR US--DIDN'T EVEN LEAVE ANY GUARDS!

BUT THERE'S STILL A BIG PROBLEM: ONE OF US HAS TO STAY TO WORK THE GATE CONTROLS!

GUESS THAT'S ME. HATE TO SOUND MAUDLIN, BUT...

...I AM JUST A CLONE. NO ONE'LL MISS ME IF I DON'T MAKE IT BACK.

NO. THE GATE IS *SYMBIOTE* MACHINERY. ONLY ONE OF THEIR RACE CAN OPERATE IT.

WE'LL STAY.

I DON'T LIKE IT, BUT THERE'S NO TIME TO ARGUE. LET'S GET THIS OVER WITH!

WAIT! SOMETHING--

"--JUST--

"--DOESN'T--

"--FEEL--

"RIGHT!"

IT WAS A TRAP! GUARDS USED THEIR *CAMOUFLAGE* ABILITIES TO BLEND IN! THEY WERE HIDING IN PLAIN SIGHT!

THEY'RE HERE!

TARGETING *US* THIS TIME!

FOCUSING THEIR RAGE ON MY OTHER, ON THE "ROGUE" WHO BETRAYED THEM!

THEIR DETERMINATION IS SINGULAR! DON'T KNOW HOW LONG *SONICS* CAN STAVE OFF THEIR ATTACK!

THEN LET'S SEE HOW THEY FEEL ABOUT--

--FIRE!

SSFASH

THEY 'RE PULLING BACK!

WE 'VE REACHED THE CONTROLS!

SETTING UP THE DISRUPTION WAVE, AND ACTIVATING THE--

--STARGATE!

GO! WE'LL HOLD THEM OFF, FOLLOW WHEN YOU'RE SAFE!

GOT PROBLEMS WITH THAT, SPIDEY?

NONE I CAN'T *LIVE* WITH!

THEY 'RE THROUGH! NOW WE CAN--

SAWRAAW!

NO!

SHREEEE

I COULDN'T--! I-I MEAN, I MERELY REACTED--

--eh? ALIEN CRUSHED THE SONIC GUN! I'M--

--HELPLESS!

J-JOINING ME?

YES! HOW PRACTICAL!

ONE CAN GET THROUGH THE GATE MORE EASILY THAN TWO!

AAGH! TAKING A LAST OUNCE OF FLESH, MONSTER?

WOULD THAT WE HAD TIME FOR VENGEANCE!

BUT SNACKING ON YOUR INNARDS WILL HAVE TO REMAIN A FOND, WISTFUL DREAM!

EARTH.

DONE!

NOT QUITE!

WE'VE STILL GOT TROUBLE HERE! BUT THAT'S BETTER THAN FACING A WHOLE *PLANET* OF--HEY!

SHOULDN'T THE GATE HAVE *SHUT DOWN* BY NOW?

SO HOW COME IT'S GLOWING *BRIGHTER?*

IT SEEMS THERE'S A SLIGHT...PROBLEM. ACCORDING TO MY OTHER--

--SYMBIOTES SHARE *GENETIC MEMORY!* WHEN ONE TORE SUBSTANCE FROM US AS WE ESCAPED, IT MUST HAVE "READ" THAT MEMORY, DISCOVERED THE DISRUPTION WAVE!

OH, NO!

TELL ME THAT *DOESN'T* MEAN THEY WERE ABLE TO *STOP* IT!

WELL, ACTUALLY...

OVERWHELMINGLY CONTINUED IN SPECTACULAR SPIDER-MAN SUPER SPECIAL #1!

PLANET OF THE SYMBIOTES Part 4 of Five

THE SPECTACULAR SPIDER-MAN SUPER SPECIAL

#1 • 1995
$3.95 US
$5.35 CAN

MARVEL SPIDER-MAN GROUP

APPROVED BY THE COMICS CODE AUTHORITY

INVASION!

...IN SUMMARY: THE GLOBAL SITUATION REMAINS UNCHANGED, AND UNREMITTINGLY GRIM.

IMPOSSIBLE AS IT SOUNDS, SHAPE-SHIFTING ALIENS HAVE SPREAD OVER THE PLANET, TAKING HUMAN HOSTS AS SLAVES, LEAVING A TERRIFYING TRAIL OF DEATH AND DESPAIR!

BOLD PROTECTORS LIKE THE HUMAN TORCH AND BLACK BOLT HAVE HAD SOME SUCCESS FIGHTING THE MENACE WITH FIRE AND SONICS. BUT ALAS...

...OTHERS HAVEN'T FARED SO WELL. THE WORLD SHARES THE PAIN OF CAPTAIN AMERICA AND OTHER FALLEN HEROES. BUT WE KNOW THAT IF CAP COULD, HE'D TELL YOU TO STAY INSIDE, BEHIND LOCKED DOORS.

SO FAR, THE INVADERS HAVE MOSTLY TARGETED STRATEGIC LOCATIONS, BUT THEIR PRESENCE IS INEXORABLY INCREASING!

BY NOW THEY COULD BE ANY... WH-WHERE...?

INVASION!

OH, MY GOD-!

THIS STORY TAKES PLACE BEFORE THE EVENTS OF SPECTACULAR SPIDER-MAN #226. --TOM

PLANET of the SYMBIOTES chapter 4

DAVID MICHELINIE	writer
DARICK ROBERTSON	penciler
ARNE STARR	inker
OAKLEY/N.J.Q.	letterers
TOM SMITH	colorist
TOM BREVOORT	editor
BOB BUDIANSKY	editor in chief
MALIBU	computer color

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

EASY, MARY JANE! S-STAY CALM!

YOU'RE NOT GOING TO BE A VICTIM!

PLEASE STAND BY

TECHNICAL DIFFICULTIES

TIME

THIS WEEK

COURIER

AT LEAST, NOT WITHOUT A *FIGHT!*

BETTER DIG UP SOME CANDLES-- ELECTRICITY COULD GO AT ANY SECOND!

I JUST WISH *PETER* WAS HERE!

I KNOW HE'S TRYING TO HELP, BUT... WHAT IF HE DOESN'T COME *BACK?*

WHAT'LL HAPPEN TO ME, TO OUR *BABY*, IF--*hnh?* WHAT'S THIS?

CIGARETTES? THOUGHT I THREW THEM ALL OUT WHEN I QUIT SMOKING! THEY SMELL...

...*sniff*...

...GREAT!

SMOKES

CIGAR

KI

OH, PETER! WHY DID YOU EVER HAVE TO BECOME--

"--SPIDER-MAN?!"

CRIPES! I'VE HAD *NIGHTMARES* I'VE ENJOYED MORE THAN THIS!

UPSTATE NEW YORK.

MY ONLY PRAYER IS TO TIME THINGS JUUUST RIGHT!

SYMBIOTIC MONSTERS ARE GAINING!

THIS IS GONNA BE CLOSE...!

NOW!!

DON'T TELL US OUR JOB, SCARLET SPIDER!

VENOM--!

THWIP!

PLIP!

WE KNOW--

--TO BRING THE *ROOF* DOWN!

SYMBIOTES WILL PROTECT THEIR HUMAN HOSTS FROM IMPACT, BUT *THEY* WON'T BE HURT, EITHER!

ALL WE'VE BOUGHT IS A LITTLE *TIME*!

WE NEED WEAPONS, A WAY TO FIGHT BACK!

BUT WHERE DO WE *FIND* SOMETHING LIKE THAT?

HEY, MOM! TAKE ME TO THE MIDFORD MALL

HMMM.

WHILE AT A DETENTION FACILITY SOME MILES DISTANT...

...THE WORLD'S OVERRUN WITH *MONSTERS*--

--SO WHY ARE WE PROTECTING *THIS* ONE?

THE SYMBIOTE IN CLETUS KASADY'S BLOOD TURNS HIM INTO *CARNAGE*, THE WORST OF THE LOT!

WE'RE NOT PROTECTIN' *HIM*, JERRY--WE'RE PROTECTIN' THIS *INSTALLATION.*

YEAH, I GUESS. THE ALIENS *HAVE* SHOWN A PREFERENCE FOR DEFENDABLE BASES.

YOU BET! AN' THIS IS ONE O' THE BEST! THEY EVEN PROMISED TO LET ME *RUN* THE PLACE--

?!?

--AFTER I HELP 'EM TAKE IT *OVER!*

AH, JER, JER...YA NEVER DID HAVE ANY *AMBITION!*

HNH?

PING!

CEREBRO-COMMUNICATOR *ACTIVE?*

NAUGHTY, NAUGHTY.

I-I THOUGHT YOU WERE IN A *COMA!*

PING!

OH, MY. IT CAN THINK...?

HEY, I DON'T HAVE TO TAKE THAT CRAP FROM YOU!

SHIK!

THANKS... I NEEDED THAT!

PING!

OH, LORD! H-HE'S BLEEDIN'--!

THAT'S RIGHT, ELMER! AN' PRETTY SOON--

--I WON'T BE THE ONLY ONE!

CHUNCH!

MUTATED BLOOD GIVES ME MY COSTUME AN' POWERS! AN' SOON--*huh?*

I-I'M ABSORBIN' HIS SYMBIOTE?

NOW I'M TALLER, STRONGER! DON'T KNOW *WHY*--

--BUT I THINK I *LIKE* THIS!

I DON'T LIKE THIS!

MIDFORD MALL

FOOD COURT

CUKO'S PIZZA

HAGGIS BURGER

CAFE FLESH

ICE WO

PRESENTS

Benny

I MEAN, A MALL ON SATURDAY AFTERNOON? THIS PLACE SHOULD BE PACKED!

HEY KIDS! SKATE WITH Benny!™

SAT: 10:00-2:00

FREE

STAY COOL, BEN.

FOLKS ARE PROBABLY TAKING POLICE ADVICE TO STAY HOME BEHIND LOCKED DOORS!

NOW EVERYBODY SPLIT UP! REMEMBER, LOOK FOR WHATEVER *FIRE* OR *SONIC DEVICES* YOU CAN FIND!

WE'LL REGROUP HERE AT THE SKATING RINK IN FIFTEEN MINUTES!

IT'S PAINFUL, KNOWING THAT ALL THIS CHAOS BEGAN BECAUSE OF US!

INVASION!

INVASION

WHEN I SENT YOU, MY "OTHER," AWAY, YOUR PSYCHIC SCREAM BROUGHT YOUR KINDRED TO EARTH!

BIG BIG SAVINGS JUNE 9-12

I WAS WORRIED THAT THE VIOLENCE WE GENERATE AS *VENOM* WAS MORE YOUR INFLUENCE THAN MY CHOICE! AND YOUR RACE IS OBVIOUSLY A *SAVAGE* ONE!

ON THE OTHER HAND, VIOLENCE SEEMS THE ONLY WAY TO *STOP* THE HORRORS BEING SUFFERED BY SO MANY INNOCENTS! AND IN THAT LIGHT...

...CAN IT TRULY BE *WRONG?*

PAY PHONES AREN'T WORKING, BUT MAYBE I CAN REACH MARY JANE ON ONE OF THESE CELLULAR--

CEL PHO
-MORE RANGE
-AUTO DIALI

NUTS. *BATTERY'S* DEAD!

NOTHING TO DO BUT GET ON WITH THE SEARCH.

BE SAFE, SWEET-HEART...!

JUST A COUPLE OF PUFFS, THEN I'LL CRUSH IT OUT!

I DON'T KNOW *WHEN* I'VE WANTED ANYTHING--

--MORE?

GET REAL, *MJ!*

WHAT YOU WANT *MORE* IS A *HEALTHY BABY!*

NICOTINE ISN'T THE ANSWER! I'LL HAVE TO GET THROUGH THIS THE *HARD* WAY: WITH PATIENCE...

...AND FAITH IN *PETER!*

I DIDN'T SET OUT TO BE A CRIMEFIGHTER, BUT NOW THAT I AM ONE--

--I FEEL *NAKED* WITHOUT MY *WHOLE* COSTUME!

SO, WITH SOME CREATIVE *SLEEVE-TEARING*...

KRRIIIP!

...AND THE HELP OF THIS DISPLAY MARKER...

...THE SCARLET SPIDER LIVES!

OKAY, SO IT'S CORNY-- SUE ME!

LEFT THE PROPRIETOR A FEW BUCKS, IN CASE HE COMES BACK.

MEANWHILE, I'D BETTER GET THESE *PROPANE TORCHES* BACK TO THE SKATING RINK--

--BEFORE THOSE *ALIENS* FIGURE OUT WHERE WE ARE!

FIND ANYTHING?

NADA!

WE WERE UNSUCCESS-FUL AS WELL. BUT PERHAPS THE SCARLET--

G-G-GUYS?

WHAT--?

THEY'RE HEEEERE!

GOT AN IDEA! VENOM, TAKE OFF!

US? RUN?!

DON'T ARGUE! WHAT I'M THINKING ABOUT COULD HURT YOU, TOO! GO!

SKATING RINK SOUND SYSTEM! IF I CAN CRANK UP THE VOLUME--!

WHAT T

PLAY LIST

OH, MAN! SO MANY BUTTONS!

DON'T KNOW HOW SPIDER-TRACTION WORKS ON ICE! GOTTA TAKE IT SLOW!

AND THOSE MONSTERS ARE GAINING!

THIS SHOULD DO IT!

CLICK

MUSIC ISN'T ENOUGH, SPIDEY! WE NEED DISSONANCE!

THE MICROPHONE--!

RAINDROPS KEEP FALLIN' ON MUH HEAD...

SKREEEEEEEEEK!

PRESENTS

Benny

FEEDBACK!

I GET IT!

STORAGE AREA AUTHORIZED PERSONNEL ONLY

IN HERE! THE DOOR IS AIRTIGHT!

MAN, MY EARS ARE GONNA RING FOR *WEEKS!*

WHY CAN'T THOSE SLUGS JUST GO BACK WHERE THEY *CAME* FROM!

HEY, YOU MIGHT *HAVE* SOMETHING THERE!

IF WE REVERSE THE *DIRECTION* OF THE ALIENS' JUMP GATE, MAYBE WE COULD *SEND* THEM BACK!

THE PSYCHIC SHRIEK FROM VENOM'S "OTHER" REACHED THEM IN ANOTHER SOLAR SYSTEM!

IF WE COULD *AMPLIFY* THAT, CAUSE THEM PAIN, THEY MIGHT LEAVE ON THEIR OWN!

BUT--

--WHAT IF THEY STRIKE AT THE *SOURCE* OF THE PAIN INSTEAD? WHAT IF THEY *GO* AFTER *VENOM?*

TO END THE SUFFERING OF SO MANY INNOCENTS--

--WE WILL *GLADLY* BEAR THAT RISK!

COMPOUND'S FULLA CREEPAZOIDS!

PROB'LY WAITIN' FOR THAT HUMAN *TURNCOAT* TA LET 'EM IN!

GOTTA LEARN WHAT'S GOIN' ON--

--BUT SINCE THE "LI'L BUDDY" I ABSORBED AIN'T *VOLUNTEERIN'* ANY INFO...!

C'MON, PAL, TALK! STARTIN' WITH WHERE ALL YER LITTER MATES ARE *GATHERED!*

DON'T WANNA? MAYBE I CAN PROVIDE SOME *MOTIVATION!*

BET IF I HOLD YA IN THE FLAME *LONG* ENOUGH, YA'LL TELL ME THE HISTORY O' THE FREAKIN' UNIVERSE! I KNOW--

--'CAUSE THIS HURTS *ME* AS MUCH AS IT DOES *YOU!*

ONLY DIFFERENCE IS...

...I DON'T *CARE!*

HOURS LATER.

THE INVADERS' STRONGHOLD.

A FUSE-LIT "HELLO".

PTSSSSSS

PROPANE

BAWANG!

WELL, THAT GOT THEIR ATTENTION!

LET'S HOPE IT KEEPS IT LONG ENOUGH FOR US TO REACH THE STAR-GATE'S CONTROL CONSOLE!

MADE IT! VENOM--

THOK!

--HAVE YOUR "OTHER" RE-SET THE POWER FLOW, SWITCH IT FROM RECEIVE TO SEND!

YES! BUT YOU'LL HAVE TO KEEP THE MONSTERS AT BAY WHILE WE WORK!

;sigh;

NO ONE SAID THIS WOULD BE EASY!

AT LEAST THE TORCH GUNS WE RIGGED ARE EFFECTIVE! BUT HOW CAN THEY STOP--

--THAT?

WHAT?

AN ALIEN SHIP HEADED STRAIGHT FOR VENOM!

OH, MAN...!

C'MON!

PICKING UP SPEED!

WIND RESIS-TANCE IS INCREDIBLE!

GOTTA FIGHT IT! G-GOTTA... JUST...

...FIGHT!

BEN! THE CONTROLS--!

I'M HERE!

I DON'T GET IT! IF THEY FIRE, THEY'LL DESTROY THE STARGATE! IT'S A ***BLUFF!***

CAN WE TAKE THAT--

--CHANCE?

WHOOF!

"IT WORKED! WE'RE SWERVING ***AWAY!*** I MUST'VE PUSHED THE RIGHT BUTTONS! BUT--

"--NOW THE SYMBIOTES'RE SWIVELING THAT ***CANNON*** TOWARDS VENOM!"

NOOOO!

SHAVRATCH!

THEY *DID* IT! BUT WHY--?!

WHICH MEANS WE HAVE NO WAY TO SEND THEM *BACK!* THEY'RE HERE FOR GOOD!

AW, GEEZ, COULD THINGS GET *WORSE?*

WHEN WE JOINED WITH THE CONTROLS, WE DISCOVERED THE MACHINE HAD BEEN SHUT DOWN AT THE *OTHER END!*

THEN THE ENTIRE INVASION FORCE MUST BE ON EARTH! THEY DIDN'T *NEED* THE GATE ANYMORE!

SORRY I'M LATE!

SORRY I ASKED...!

I STOPPED ALONG THE WAY FOR A FEW *SNACKS!*

MAN, THEM *SYMBIOTES* SURE IS *TASTY...!*

To be concluded ••BIG TIME••in WEB of SPIDER•MAN SUPER SPECIAL•1!

PLANET OF THE SYMBIOTES

WEB OF SPIDER-MAN

SUPER SPECIAL

1995 • 1
$3.95 US
$5.35 CAN

MARVEL SPIDER-MAN GROUP

APPROVED BY THE COMICS CODE AUTHORITY

STEVE GARVEY

MORTAL VICTORY

PLANET of the SYMBIOTES CONCLUSION

EARTH HAS BEEN OVERWHELMED--

--INVADED BY ALIEN SLAVEMASTERS WHO THREATEN THE EXTINCTION OF HUMANITY!

BUT IF YOU THINK THAT'S THE BIGGEST PROBLEM SPIDER-MAN AND THE SCARLET SPIDER CURRENTLY FACE...

...YOU HAVEN'T BEEN PAYING ATTENTION!

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

DAVID MICHELINIE - writer
STEVE LIGHTLE - artist
OAKLEY / N.J.Q. - letterers
MARIANNE LIGHTLE - colorist
TOM BREVOORT - editor
BOB BUDIANSKY - editor-in-chief
MALIBU - computer color

C'MON, SLOW DOWN! I ONLY WANNA SUCK YER *SKULL* OUT THROUGH YER NOSE!

HOW DID *CARNAGE* GET TO BE FORTY FEET TALL?!

BEATS THI HECK OUTT ME!

BUT THE ALIENS SEEM CONFUSED, LIKE THEY DON'T KNOW WHAT TO MAKE OF "BIG BROTHER"!

"TOO BAD THEY DON'T FEEL THAT WAY ABOUT *VENOM!*"

"YEAH, THEY'RE ALL OVER HIM LIKE VULTURES ON ROAD KILL!"

WHICH LEAVES US TO DEAL WITH THIS GIANT *PSYCHO* ALONE!

HE'S FIRING COSTUME SPIKES! BUT THEIR INCREASED SIZE--

--MAKES THEM EASY TO SEE...

...AND AVOID--!

÷hrgnf÷ HE GRABBED ME IN MID-AIR!

SPIDEY'S CAUGHT! BUT THIS DEBRIS IS RAZOR-EDGED! SHOULD EVEN CUT THROUGH--

"--CARNAGE!"

SNAP!

LOSIN' TOO MUCH O' MYSELF! BETTER TAKE TIME TO--

--CARBO-LOAD!

THAT'S HOW HE'S GOTTEN SO HUGE!

PROBABLY ABLE TO DO THAT BECAUSE HIS SYMBIOTE WAS SPAWNED ON *EARTH!* BUT WE'LL WORRY ABOUT THAT LATER!

RIGHT NOW, WE HAVE TO TAKE ADVANTAGE OF THE PANIC, USE THIS FLYING CRAFT TO ESCAPE!

VENOM--!

WE SEE!

PLIP!

HE'S *ABSORBING* THE ALIENS, RIGHT OFF THEIR HUMAN HOSTS! MAKING THEIR MASS HIS *OWN!*

AND *APPROVE...!*

IS...IS ANYBODY OUT THERE?

--I'VE NEVER BEEN THROUGH ANYTHING LIKE THIS! SIRENS HAVE STOPPED...

HAVEN'T LEFT THIS BOOTH IN TWO DAYS. PHONES ARE DEAD. NO WINDOWS.

SO I HOPE YOU'LL UNDERSTAND IF I ASK...IF I PLEAD...

...IS ANYBODY OUT THERE?

SORRY. I--I GUESS THAT'S NOT VERY PROFESSIONAL. AND I'VE BEEN A DISC JOCKEY IN THE BIG APPLE FOR TWENTY YEARS! BUT--

...BUT I STILL HEAR THE SCREAMS.

SOMEBODY UPSTAIRS!

BOARDS BEING PRIED LOOSE FROM THE *SKYLIGHT!*

I WAS A FOOL! WOULDN'T BELIEVE THIS COULD HAPPEN TO *ME!*

I--I GUESS THAT'S WHAT *EVERYONE* THINKS, UNTIL--

--IT DOES?

NOOOOO!

MARY JANE!

YOU, UH, REMEMBER *EDDIE BROCK*...DON'T YOU?

SORRY, MJ.

WE NEEDED SOMEWHERE TO REGROUP, UN-STRESS, BEFORE HEADING OUT AGAIN.

BEFORE WHAT?

WE HAVE TO GET BACK TO--

DON'T YOU EVER SCARE ME LIKE THAT AGAIN!

Hootie and the BLOWFISH

NO WAY, PETER PARKER!

YOU'VE ALREADY DONE MORE THAN WHAT 95% OF HUMANITY WOULD, EVEN *COULD!* YOU'RE EXHAUSTED! GO OUT NOW, YOU'LL *DIE!*

IF YOU WON'T THINK OF YOURSELF, THINK OF *ME!* OF THE *BABY* WE HAVE ON THE WAY! OF--

SHHH. WHEN YOU'RE RIGHT--

;smek;

--YOU'RE RIGHT.

MORNING; THE REMAINS OF MANHATTAN.

"THERE MAY BE A WAY."

...SHRIEKED!

THAT PSYCHIC CRY DREW THE REST OF ITS SPECIES HERE...

ALL THIS PAIN, THIS TERROR, STARTED WHEN I REJECTED MY "OTHER".

I FEARED THE VIOLENCE WE CAUSED AS *VENOM* WAS MORE ITS IDEA THAN MINE. WHEN IT LEFT ME, IT...

EASY, EDDIE.

SOME-THING TO EAT...?

...AND THE SUFFERING OF COUNTLESS INNOCENTS BEGAN!

WE ARE THE CAUSE OF THAT HORROR--

HWAGGK

--BUT WE MAY ALSO BE THE *CURE!* YES!

A *LIGHT* AT THE END OF THE TUNNEL! WE FEEL *BETTER* NOW!

PERHAPS WE *WILL* HAVE THAT BITE...!

CRUNCH!

WAITASECOND! BY "LIGHT", YOU MEAN THERE'S A WAY TO *STOP* THE INVADERS?

POSSIBLY. SYMBIOTES ARE *EMPATHIC RECEPTORS.*

ICK.

THEIR SENSITIVITY TO EMOTION COULD BE THE ANSWER!

IF WE *AMPLIFY* THE PSYCHIC AGONY THAT BROUGHT THEM HERE--

--IT'S POSSIBLE THEY COULD GORGE ON EMPATHIC TRAUMA, OVERLOAD AND SHUT DOWN--

--BE DRIVEN INTO PROTECTIVE *COMAS!*

HE'S NUTS, BUT HE COULD BE *RIGHT!*

I GOTTA GO.

I...I KNOW.

AW-
RIIIGHT!

FUNTIME'S ALMOST HERE!

"HERE, EDDIE?"

"OUR LADY OF SORROWS IS WHERE *VENOM* BEGAN.

"WHERE OUR *FOCUS* WILL BE STRONGEST.

"PLEASE... LEAVE US."

BUT--!

WE MUST BE ALONE, SHUT OUT ALL BUT OUR MEM-ORIES OF PAIN.

WE'LL BE OUTSIDE...

...IF YOU NEED US.

WE WON'T.

NICE! IT'S LIKE WE DON'T EVEN *MATTER!*

HECK, I BEEN SAYIN' THAT FOR *YEARS!*

WHA--?!

I STOPPED SNACKIN' ON SYMBIOTES WHEN I REALIZED THEY WERE CAUSIN' *MAJOR* CHAOS--I *LIKE* CHAOS!

FIGURED I'D USE MY EMPATHIC LINK TA FIND VENOM, CHOW DOWN ON *HIM* INSTEAD!

SINCE HE "MADE" ME, IT SEEMS FITTIN' THAT I *UN*-MAKE HIM!

GOTTA KEEP HIM AWAY FROM EDDIE!

BUT HOW? HE'S BIGGER THAN THE *CHURCH* NOW!

MAYBE PSYCHOLOGY?

WE SHOULD'VE ANTICIPATED THIS! GOING AFTER VENOM MAKES *SENSE!*

WHAT?!

I *HATE* IT WHEN I MAKE SENSE!

BETTER GET BACK TO BASICS, GO FOR THE UNEXPECTED!

LIKE TAKIN' TIME TA PULP *YOU* WHINERS, INSTEAD!

PRIN

IN THE CHURCH...

...AGONY.

A SILENT SHRIEK OF PAIN SOON HEARD... FELT... SHARED...THE WORLD OVER!

PETER! YOU OKAY?

TR-TRICK... QUESTION... RIGHT?

MY TURN!

AGAIN!

K-KASH!

PETE'S HURT! MAYBE BROKEN!

BUT WE GOTTA GO ON!

IN THE CHURCH...

...ANGUISH GROWS.

A SWELL OF PSYCHIC SUFFERING THAT ENTERS ALIEN NERVES, PULLING...

...LIKE A MAGNET!

TOP O' THE WORLD, MA!

AN' YOU'RE WELCOME TO IT!

THBAK!

WUNK!

INC.

WASH ME!

HOW AM I DRIVING?

ROXXON

M-MUST BE... CONCUSSED!

I-I CAN SMELL...

...FUMES?

G-GOOD... THINKING, BEN!

WHEN THEY REACH WILDFIRES... WH-WHOLE RIG... SHOULD EXPLODE!

GAS FUMES... SPREADING!

GOTTA JUMP AWAY...BUT NOT TOO SOON! NOT 'TIL...WE'RE SURE WE'VE GOT...

...YOU!

D-DID I TELL...MARY JANE...

...I LOVE HER?

PETER... I...

...I'M SORRY...!

BEN!

FORGET ME!

STILL UNDER, DOUSING FLAMES!

WHAT ABOUT CARNAGE--?

BETTER LOOK FOR HIM!

AFTER I DUMP THIS SOUVENI--

--RRRGGH!

hnh? RIVER SWELLING? NO! I-IT'S A SEA OF--

--SYMBIOTES!

IN THE CHURCH...

IT ISN'T WORKING! PSYCHIC SIGNAL ISN'T *POWERFUL* ENOUGH! WE--

--WHAT? YES! YOU'RE RIGHT! WE ALWAYS WERE STRONGEST...

...TOGETHER!

ONCE MORE, HUMAN AND ALIEN MERGE.

BUT THIS JOINING IS LIKE NONE BEFORE IT.

NO LONGER A BONDING, BUT A *BECOMING.*

A COMBINING THAT GOES BEYOND THE PHYSICAL, BEYOND THE MOLECULAR, TO AN IRREVOCABLE LINKING OF THE SPIRIT.

FROM THIS MOMENT ON, THERE WILL NEVER AGAIN BE A TRUE EDWARD BROCK, A TRUE SECOND SELF. THERE WILL ONLY BE **VENOM.** AND THE PSYCHIC SHRIEK--

--BECOMES A ROAR!

OUTSIDE THE EBONY SEA SHUDDERS.

WHILE CAUGHT IN ITS BLOATED EMBRACE--

--PETER PARKER AND BEN REILLY SHARE A CONTACT RUSH...

...KNOW FOR AN INSTANT WHAT INVADERS THE WORLD OVER SUDDENLY FEEL:

SORROW.

HOPELESS-NESS.

ABANDONMENT AND GRIEF.

ALL COALESCING INTO A BLACK CORE OF UN-FATHOMABLE LOSS.

A DESPAIR BEYOND HUMAN IMAGINING.

AND ULTIMATELY, BEYOND--

--ENDURANCE!

TH-THE SYM-BIOTES! THEY DISINTEGRATED! THEY'RE...

...GONE!

WHA--?!

YOU KILLED THEM!

YOU SAID THEY'D FALL INTO COMAS--

--BUT YOU LIED!

WE...WE WOULD HAVE STOPPED YOU?

AND IF WE SAID WE INTENDED TO MURDER AN ENTIRE RACE?

PRECISELY. MY "OTHER" KNEW THE ONLY WAY HIS KIND CAN TRULY DIE IS BY CHOICE, BY CONSCIOUS DISCORPORATION! THUS THE SOLE ALTERNATIVE TO THE ANNIHILATION OF HUMANKIND--

--WAS TO MAKE LIFE SO UNBEARABLE FOR THE INVADERS THAT THEY CHOSE MASS SUICIDE!

IF YOU DON'T BELIEVE US...ASK CLETUS KASADY!

CARNAGE? HE'S HERE?!

WHERE---?

KREEESH!

AND WITH HIS CAMOUFLAGE ABILITY, WE'D NEVER FIND HIM! MAYBE IT'S TIME TO CUT OUR LOSSES, CALL IT A DAY.

GO HOME.

VENOM SUCKERED US, JUST TO GET AWAY!

--REPORTS CONTINUE TO ARRIVE FROM AROUND THE GLOBE--

--THAT THE ALIEN INVADERS HAVE SIMPLY TURNED TO DUST!

IN A RELATED STORY--

--SERIAL KILLER CLETUS KASADY IS ONCE AGAIN IN CUSTODY...

HUMANITY IS RESILIENT; THINGS ARE ALREADY GETTING BACK TO NORMAL. BUT I STILL CAN'T BELIEVE A WHOLE *RACE* HAD TO DIE.

PETER, THEY WERE *MONSTERS!*

AHA

--YOU MAKE SO MUCH SENSE IT *FRIGHTENS* ME.

BOO...

...TIGER!

BEN'S RIGHT! THEIR DEATHS NOT ONLY SAVED *OUR* WORLD, BUT ALL THE WORLDS THEY WOULD HAVE DESTROYED *NEXT!* SOMETIMES THE ENDS *DO* JUSTIFY THE MEANS!

AND SOME-TIMES--

CENTRAL PARK.

WE ARE... *CONTENT.*

WE'VE RECONCILED OUR AMBIVALENCE, ACCEPTED WHAT WE *ARE.*

SAVING AN ENTIRE WORLD BROUGHT THAT HOME ONCE AND FOR ALL. WE KNOW NOW IT IS OUR IMMUTABLE *DESTINY* TO PROTECT INNOCENTS, NO MATTER WHAT THE *COST.*

WHICH OF US DECIDES HOW TO *REACH* THAT NOBLE GOAL IS IRRELEVANT; ITS *ACHIEVEMENT* IS ALL THAT TRULY MATTERS.

AND FOR *THAT* REASON, WE ARE...AND WILL FOREVER REMAIN...

...*VENOM!*

STEVE LIEBER

THE END

MARVEL COMICS

400
APR

APPROVED BY THE COMICS CODE AUTHORITY

THE AMAZING SPIDER-MAN 400

BAGS & MAILED 1994

"A DEATH IN THE FAMILY..."

HE SWINGS THROUGH THE NIGHT, OVER THE CITY-- NOT FAR ENOUGH, IT SEEMS; NOT FAST ENOUGH-- TREMBLING LIKE A CHILD, HEART POUNDING IN HIS CHEST.

HE SWINGS THROUGH THE NIGHT, CLINGING TO HOPE-- AND YET AFRAID OF HOPE, MOST OF ALL.

He's been disappointed once too often through the years: been lied to, betrayed, abandoned and broken.

Yes, it's been hard. Yes, there have been times when he's given up, surrendered to despair. But he's always come back.

Doctor Caputo!

Mr. Parker...?

You certainly got here fast. I don't think I called you more than fifteen minutes ago--!

How is she, doctor?

Yet it's in his nature to hope: to believe in the best inside himself... and in the world around him.

And hasn't his belief proved itself, over and over? Hasn't he cheated death, found love, built a life?

Why don't you see for yourself?

Peter Parker is a survivor...

...AND SO IS HIS AUNT.

Stan Lee Presents:
The Four-Hundredth Issue of
The Amazing Spider-Man!

The Gift

AUNT MAY!

YOU'RE ALL RIGHT!

YOU'RE ALL RIGHT!

J. M. DeMatteis
WRITER

Mark Bagley
PENCILER

Larry Mahlstedt
INKER

(Randy Emberlin INKER PGS. 32 & 33)

Oakley/NJ2 LETTERERS • Bob Sharen COLORIST

Danny Fingeroth EDITOR • Bob Budiansky CHIEF

Dedicated, with deep respect and admiration, to Stan Lee, Steve Ditko and John Romita, Sr.

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

I KNEW IT!

OH, AUNT MAY--I KNEW YOU'D COME BACK TO US!

OF COURSE I CAME BACK.

DO YOU THINK I'D EVER JUST LEAVE YOU... WITHOUT SAYING GOODBYE?

I--I'VE GOT SO MUCH TO TELL YOU!

SO MUCH HAS HAPPENED SINCE YOU--

AND I WANT TO KNOW EVERY-THING.

BUT NOT TILL AFTER--

--YOU'VE TAKEN ME HOME.

I'M AFRAID YOU WON'T BE GOING HOME FOR QUITE A WHILE YET, MRS. PARKER--!

WE'RE ALL DELIGHTED... TO SAY THE LEAST... THAT YOU'RE OUT OF YOUR COMA... BUT THAT DOESN'T MEAN YOU'RE IN ANY CONDITION TO LEAVE THE HOSPITAL.

THERE ARE PROCEDURES... TESTS WE HAVE TO RUN... REPORTS ON--

DOCTOR... I APPRECIATE ALL YOU'VE DONE FOR ME-- BUT I WILL NOT BE POKED AND PRODDED ANYMORE.

GOD KNOWS, IF ANYTHING'S GOING TO KILL ME--YOUR TESTS WILL.

BUT--!

NO "BUTS," YOUNG LADY. MY NEPHEW IS TAKING ME HOME--

--FIRST THING IN THE MORNING.

I DON'T KNOW, AUNT MAY. IF DOCTOR CAPUTO THINKS YOU SHOULD STAY A FEW MORE DAYS, I DON'T SEE THE HARM.

WE DON'T WANT TO TAKE ANY UNNECESSARY RISKS.

PETER, AT MY AGE, A FEW DAYS MIGHT AS WELL BE A FEW LIFETIMES.

I'M GOING HOME IN THE MORNING... AND THAT'S ALL THERE IS TO IT.

I THINK YOU TWO SHOULD TALK THIS OUT. REALLY THINK THINGS *THROUGH.*

THIS ISN'T A *COLD* YOU'RE GETTING OVER. NO MATTER HOW STRONG YOU MAY BE *FEELING* RIGHT NOW... THERE'S EVERY *CHANCE* THAT--

PETER KNOWS HE'S OUT THERE EVEN BEFORE HE TURNS TOWARD THE WINDOW.

IDIOT, HE THINKS. WHAT IS HE *DOING?*

DOESN'T HE REALIZE WHAT COULD HAPPEN IF AUNT MAY *SEES* HIM? IN HER CONDITION, SHE MIGHT--

BUT BEFORE THE THOUGHT IS COMPLETED...

...THE SCARLET SPIDER IS GONE.

PETER PARKER'S CLONE SCALES THE SIDE OF FOREST HILLS HOSPITAL, CURSING HIMSELF FOR A FOOL.

BEN REILLY IS CONNECTED TO PARKER MORE DEEPLY THAN EITHER OF THEM CAN BEAR TO ADMIT. EACH MAN'S SOUL SHADOWS THE OTHER, ECHOES IT.

ONE LOOK AT THE FURY ON PARKER'S FACE WAS ENOUGH TO COMMUNICATE, QUITE ELOQUENTLY, THE TRUTH REILLY DOESN'T WANT TO HEAR:

"YOU'RE NOT HER NEPHEW. *YOU* DON'T BELONG HERE. *GO AWAY* BEFORE YOU MAKE THINGS WORSE."

HE KNOWS THAT PARKER IS RIGHT: WHAT IF MAY *HAD* SEEN HIM?

HE REMEMBERS HOW SHE'D SIT IN FRONT OF THE TELEVISION, WATCHING THE NEWS... GOING ON AND ON ABOUT "THAT AWFUL SPIDER-MAN."

SOMETHING IN THAT MASKED FACE ALWAYS HORRIFIED HER... MADE HER ALMOST IRRATIONAL.

I REMEMBER? HE THINKS. NO... PETER REMEMBERS. I JUST REMEMBER --

--THE MEMORY.

BUT REAL MEMORY OR IMPLANTED ONE, HE CAN'T CHANGE THE FACT THAT HE LOVES HER.

THAT THE ONLY REASON HE CAME BACK TO NEW YORK WAS TO BE HERE FOR MAY DURING THIS CRISIS.

AND NOW THE CRISIS IS OVER. SHE'S ALL RIGHT!

TO SEE HER WELL AGAIN... SITTING UP, TALKING, SMILING... FILLS HIS HEART SO MUCH IT ACHES.

BUT THE ACHE CUTS TWO WAYS; BECAUSE, IF MAY IS ALL RIGHT, THEN THERE'S NO REASON FOR HIM TO REMAIN IN NEW YORK.

HE SHOULD PACK HIS BAG, HIT THE OPEN ROAD, AND RETURN TO THE WANDERER'S LIFE.

NOT A BAD LIFE, REALLY. HE'S DONE PRETTY WELL THESE PAST FIVE YEARS. HE'S FOUND AN INNER BALANCE, FOUND... HIMSELF.

OR AT LEAST HE THOUGHT HE HAD.

COMING BACK HERE -- TO THIS PLACE WHERE EVERY STREET CORNER MIRRORS A PAST HE YEARNS FOR AND A FUTURE HE CAN NEVER HAVE -- HAS BEEN A KIND OF SWEET TORTURE.

EQUAL PARTS PLEASANT DREAM--AND TERRIFYING...

KRA-

KOOM!

...NIGHT-MARE.

KANE?!

GONE. IF HE WAS EVER THERE.

BUT EVEN IF THAT MOMENTARY VISION WAS JUST A TRICK OF THE LIGHT... THE SCARLET SPIDER KNOWS THAT HIS LONG-TIME NEMESIS IS NEARBY SOMEWHERE...

...WAITING...

...FOR A CHANCE TO DESTROY HIM.

AND, EVEN AFTER ALL THESE YEARS...

...HE STILL DOESN'T KNOW WHY.

WHY?!

WHY HAVE YOU LOCKED ME AWAY LIKE THIS?!

I'M NOT CRAZY! I'M NOT!

I'M NOT!!

YOU.

YOU'VE GOT TO LET ME OUT OF HERE, DO YOU HEAR ME? PLEASEPLEASE-PLEASEPLEASE--

PLEEEEASE!!

WHOOM!

OKAY, OKAY--

--SHOW'S OVER.

SH-SHOW? WHADDAYOU MEAN?

"DUH. UH... W-W-WHADDAYOU MEAN?"

WHAT I MEAN, YOU PEA-BRAINED IMBECILE, IS THAT I'M DONE PLAYING THE DROOLING MADMAN.

PLAYING?

ISN'T THAT WHY YOU TOOK A JOB HERE AT RAVENCROFT INSTITUTE--

--TO SEE ONE OF DOCTOR KAFKA'S HOWLING MANIACS UP CLOSE?

WELL, GUESS WHAT? THE JACKAL'S NOT HOWLING ANYMORE.

YOU SEE, MY SHIVERING, QUIVERING FRIEND... I'M NOT CRAZY IN THE LEAST. WHAT I AM IS--

--CUNNING.

THIS IS EXACTLY WHERE I WANT TO BE... FOR NOW. IF I WANTED TO... I COULD BREAK THROUGH THIS BARRIER THIS VERY SECOND-- CUT YOUR HEART OUT... SUCK OUT YOUR EYEBALLS... EAT YOUR LIVER.

IF I WANTED TO.

NOW, IF YOU'LL EXCUSE ME... IT'S TIME TO PLAY THE LOON AGAIN.

KRA-

OH, GOD... LET ME OUT! LET ME OUT!

LET ME OOOUUTT!!

KOOM!

SO STRANGE.

THIS PLACE. IT'S LIKE A... MUSEUM, ISN'T IT?

WHAT DO YOU MEAN, AUNT MAY? THIS ISN'T A MUSEUM. THIS IS HOME.

--IT'S JUST THAT EVERYTHING HERE SMELLS OF THE PAST. OF ALL THE YESTERDAYS WE'VE SHARED.

GET THAT WORRIED LOOK OFF YOUR FACE. I HAVEN'T LOST MY MIND--

FOREST HILLS HOSPITAL

AND ALL THE FUTURES AHEAD. DON'T FORGET THOSE!

MAY!

OH, MAY... WELCOME HOME!

I'VE BEEN CLEANING ALL MORNING... WANTED THE PLACE TO LOOK JUST RIGHT FOR YOU--

AND I'VE MADE BREAKFAST FOR EVERY-ONE. EVEN BAKED THOSE BLUEBERRY MUFFINS YOU LOVE SO MUCH AND--

MARY JANE PARKER--

--YOU'RE PREGNANT!

I DON'T BELIEVE IT.

EXCUSE ME?

PETER... WHY DIDN'T YOU TELL ME?

I WAS GOING TO TELL YOU AS SOON AS WE--

WAIT A MINUTE! HOW DID YOU KNOW?

INTUITION, I SUPPOSE. IT'S SOMETHING I'VE ALWAYS BEEN ABLE TO SEE... IN ANOTHER WOMAN'S EYES.

I REMEMBER WHEN YOUR MOTHER --GOD REST HER SOUL-- WAS PREGNANT WITH YOU, PETER.

SHE DIDN'T EVEN KNOW YET.

CAME IN ONE DAY TELLING ME HOW CRANKY AND IRRITABLE SHE'D BEEN FEELING... HOW SHE'D BEEN BARKING AT RICHARD AND FEELING LIKE A TOTAL FOOL--

--AND I LOOKED IN HER EYES--

--AND I JUST KNEW.

IT WAS SUCH A HAPPY TIME... THOSE MONTHS WHEN YOU WERE GROWING INSIDE HER. I DON'T THINK MARY WAS EVER MORE BEAUTIFUL.

AND WHEN YOU WERE BORN--!

YOU CHANGED HER, PETER. CHANGED US ALL-- IN UNEXPECTED AND WONDERFUL WAYS.

THERE'S NO GREATER RESPONSIBILITY IN THE WORLD THAN RAISING A CHILD... SHAPING A YOUNG SOUL.

NO GREATER RESPONSIBILITY.

YOUR UNCLE BEN AND I LEARNED THAT LESSON RAISING YOU AFTER YOUR PARENTS DIED... AND I DON'T WANT YOU TO EVER FORGET IT.

...I...

ARE YOU ALL RIGHT, MAY?

FINE. FINE. JUST A LITTLE TIRED.

I THINK I'LL GO UPSTAIRS, TAKE MY MEDICATION... AND REST.

LET ME HELP YOU.

HE'S UNEASY-- AND HE CAN'T SAY WHY.

HE SHOULD BE HAPPY THAT MAY'S HOME. HAPPY THAT THE FAMILY IS TOGETHER AGAIN, SHARING THE DELIGHTS OF THIS MAGIC, MIRACULOUS TIME.

BUT HE'S NOT.

MAYBE, HE THINKS, I'M *INCAPABLE* OF BEING HAPPY. MAYBE I'VE SPENT SO MANY YEARS WORRYING ABOUT SYMBIOTES AND SIMULACRA AND CLONES THAT I CAN'T TRUST EVEN THE SIMPLEST JOY.

EVEN NOW, EVEN *HERE*, I'M WAITING FOR SOMETHING DARK AND UGLY TO COME CRAWLING...

PETER--

...OUT OF THE SHADOWS.

--WE HAVE TO TALK.

YEAH.

MAYBE WE *DO*.

LOOK... WE CAN'T STAY OUT HERE... IF ANYONE SHOULD *SEE* US--

I REMEMBER THE FIRST TIME I *CLIMBED* THIS TREE. MUST'VE BEEN FIVE, SIX YEARS OLD. AND I COULDN'T GET *DOWN*.

UNCLE BEN CLIMBED UP TO HELP ME--AND THEN *HE* GOT STUCK, TOO.

AUNT MAY FINALLY HAD TO CALL THE *FIRE DEPARTMENT* TO GET US *BOTH* DOWN. GOD, WAS BEN *EMBARRASSED*. HE--

I SAID WE CAN'T *STAY* OUT HERE. IF YOU'VE GOT SOMETHING ON YOUR MIND, WE'D BETTER--

I'M LEAVING.

WHAT? WHY?

PLEASE. DON'T PRETEND YOU'RE NOT *RELIEVED*.

LET'S FACE IT: WITH MAY BACK AND ME OUT OF YOUR LIFE, YOU HAVE A *REAL SHOT* AT HAPPINESS FOR THE FIRST TIME IN--

WELL, MAYBE IT'S THE FIRST TIME *EVER*.

BUT-- HOW CAN YOU LEAVE AFTER WHAT THE *JACKAL* TOLD US? WE BOTH HAVE TO FACE THE POSSIBILITY THAT--

--THAT *I* MIGHT BE THE REAL ONE AND *YOU* MIGHT BE THE CLONE?

OR THAT WE MIGHT *BOTH* BE CLONES?

YOU DON'T BELIEVE THAT ANY MORE THAN I DO.

ALL THE JACKAL WANTED WAS TO MESS WITH OUR *MINDS*... HURT US MORE THAN HE ALREADY *HAS*.

WE BOTH KNOW THE TRUTH: YOU'RE THE *REAL* PETER PARKER AND I'M--

--BEN REILLY.

FACT IS, AFTER ALL MY TIME AWAY... THAT'S WHO I AM. WE MAY SHARE A COMMON PAST, COMMON MEMORIES... BUT THE YEARS HAVE MADE ME A VERY DIFFERENT MAN.

THIS PLACE... THIS LIFE... I DON'T THINK I'D KNOW WHAT TO DO WITH IT IF IT WAS HANDED TO ME ON A SILVER PLATTER. BUT YOU--

GRAB YOUR CHANCE AT HAPPINESS. GRAB HOPE, PETER--

--AND DON'T LET GO.

WHAT ABOUT YOU? WHERE WILL YOU--

I'VE SEEN A LOT OF THE WORLD THESE PAST FIVE YEARS. AND THERE'S A LOT MORE WAITING FOR ME.

SO I GUESS I'D BETTER GET GOING, HUH?

TAKE CARE OF YOURSELF, BEN.

AND YOU TAKE CARE OF THEM, Y'HEAR?

'CAUSE IF YOU BLOW THIS, I'LL BE BACK TO STRAIGHTEN YOU OUT.

I DON'T DOUBT IT.

KEEP IN TOUCH, OKAY? AND LET ME KNOW IF THERE'S ANYTHING I--

NO. I PROMISE YOU: YOU'LL NEVER SEE ME--

--OR HEAR FROM ME--

--AGAIN.

DO YOU REMEMBER--

--HOW *HARD* YOUR AUNT ANNA AND I WORKED TO PUT YOU AND PETER *TOGETHER*?

LORD! IT TOOK US *MONTHS* JUST TO GET YOU BOTH IN THE SAME ROOM!

AND HOW MANY YEARS AFTER THAT FOR US TO REALLY FALL IN *LOVE*... TO DISCOVER WHAT YOU TWO KNEW *ALL ALONG*?

BUT YOU WERE FRIENDS FROM THE START.

BEST FRIENDS.

FRIENDSHIP. THAT'S WHAT MATTERS *MOST* IN A MARRIAGE, MARY JANE.

THERE WERE TIMES I THOUGHT BEN PARKER WAS THE MOST *PERFECT* MAN ON EARTH... AND THERE WERE TIMES I THOUGHT HE WAS THE BIGGEST *FOOL* GOD EVER CREATED--

--BUT HE WAS ALWAYS MY *FRIEND*.

I'M SO GLAD PETER CHOSE SUCH A TRUE AND WONDERFUL FRIEND TO BE HIS BRIDE.

THAT BABY OF YOURS IS SO BLESSED--

--TO HAVE YOU TWO--

FOR

PARENTS

NO, MAY--

--WE'RE THE ONES WHO ARE BLESSED--

--BECAUSE WE HAVE YOU.

HEY--I'VE NEVER SEEN *THIS* ONE BEFORE.

YOU'RE *KIDDING?* I THOUGHT AUNT MAY'D SHOWN YOU *ALL* OF THEM.

OH, PETER, *LOOK* AT YOU! YOU WERE *SO ADORABLE!*

WHAT DO YOU MEAN, "WERE"?

WERE, ARE... AND ALWAYS *WILL* BE.

AMAZING, ISN'T IT? TO JUST SIT HERE ON THE COUCH AND LOOK AT THE *PAST* LIKE THIS?

FUNNY THING IS ...I HARDLY *REMEMBER* ANY OF IT. IF IT WASN'T FOR THESE OLD HOME MOVIES ...I'D NEVER KNOW MOST OF THIS EVER HAPPENED.

WELL, YOU WERE SO LITTLE-- HOW COULD YOU REMEMBER IT?

BUT DON'T OUR MEMORIES *DEFINE* US? MAKE US WHO AND WHAT WE *ARE*?

YOU'RE GETTING AWFULLY *PHILOSOPHICAL* ALL OF A SUDDEN.

THINK ABOUT IT. IF SOMEONE TOOK AWAY OUR MEMORIES...OUR *PAST*... WOULD THAT MAKE US ANY *LESS* WHO WE ARE?

AND IF SOMEONE *ELSE* HAD THOSE MEMORIES... EVEN IF THEY WEREN'T *REALLY* THEIR OWN... WOULDN'T THAT PERSON STILL *BE* US, IN SOME WAY?

OH. SO *THAT'S* WHAT THIS IS ABOUT.

YOU'RE TORTURING YOURSELF OVER THIS *BEN REILLY* THING.

I'M NOT *TORTURING* MYSELF, IT'S JUST THAT--

JUST *WHAT*?

MARY JANE... EVERYTHING I'VE LIVED THROUGH... EVERYTHING I *AM*--

--HE IS, TOO.

PETER-- LISTEN TO ME: HE'S NOT YOU.

BUT YOU'VE NEVER MET HIM... NEVER TALKED TO HIM. HE'S--

PETER: HE'S NOT YOU.

HE'S AN IMITATION. A COPY.

I DON'T CARE HOW BRILLIANTLY PROFESSOR WARREN CLONED YOUR GENETIC STRUCTURE...HE COULD NEVER CLONE YOUR HEART.

THIS IS YOUR LIFE.

NO...IT'S OUR LIFE--

--AND NOTHING... NO ONE--

--IS GOING TO TAKE IT AWAY.

EEP EEPEEP!

YES, TRAVELLER?

HOW IS YOUR ASSIGNMENT PROGRESSING, MR. NACHT?

EVENTS ARE TAKING A MOST... FASCINATING TURN.

I'LL BE TRANSMITTING MY OBSERVATIONS SHORTLY.

I LOOK FORWARD TO READING YOUR REPORT, NACHT.

TRAVELLER OUT.

ARE WE READY TO MOVE?

DON'T BE SO ANXIOUS, MEDEA. LEARNING TO WAIT IS A SKILL YOU'D DO WELL TO MASTER.

BUT WE'VE BEEN SITTING STILL FOR WEEKS NOW! WHEN ARE YOU GOING TO MAKE UP YOUR MIND?

IF I DON'T SEE SOME ACTION SOON, I'LL--

YOU WILL DO... EXACTLY WHAT I TELL YOU TO DO.

JUST BECAUSE I ALLOW YOU A CERTAIN...FAMILIARITY --DOESN'T MEAN YOU SHOULD FORGET WHO I AM.

AND WHAT I'M CAPABLE OF.

BUT I... I DIDN'T MEAN--

NO. OF COURSE YOU DIDN'T.

NOW LEAVE ME. I NEED TIME ALONE TO STUDY MR. NACHT'S REPORT... AND PONDER THE WISEST COURSE OF ACTION.

THEN...AND ONLY THEN...WILL I RESUME MY LITTLE INTRUSION INTO THE LIVES OF PETER PARKER--

"--AND BEN REILLY."

HE KNOWS HE SHOULD HAVE PACKED AND BEEN GONE HOURS AGO. SHOULD HAVE. COULD HAVE.

BUT DIDN'T.

HE STUFFS HIS FEW POSSESSIONS INTO THE DUFFEL WITH AGONIZING SLOWNESS. TAKES THEM OUT AGAIN. THEN STARTS REPACKING.

WHY?

DIDN'T HE TELL PETER THAT THE YEARS HAD MADE HIM A DIFFERENT MAN? THAT THIS WORLD ISN'T HIS?

AND YET A VOICE IN THE DEEPEST PART OF HIM--IS IT PARKER'S OR HIS OWN?--IS CRYING OUT, BEGGING HIM NOT TO LEAVE.

SO HE SEEKS ANOTHER VOICE TO BALANCE IT.

I KNOW WHAT JANINE WOULD SAY, HE THINKS. "YESTERDAY IS DEAD AND BURIED. LET IT GO AND MOVE ON."

PROBLEM IS...JANINE'S THE ONE WHO'S DEAD--AND YESTERDAY...

...YESTERDAY IS VERY MUCH ALIVE.

NO PARKING 7AM-5

YESTERDAY ELUDES HIM.

FRAGMENTS OF MEMORY DRIFT THROUGH HIS HEAD: PIECES OF A LIFE, A SELF, THAT SEEM FAMILIAR... YET UTTERLY UNKNOWN.

WHO AM I? HE WONDERS. WHERE DID I COME FROM? MORE IMPORTANT:

WHERE DO I BELONG?

HEY, YOU!

TIMELY

BAC
MEA

YOU'VE BEEN SITTIN' ON THAT BENCH WITH YOUR HEAD IN YOUR HANDS FOR TWO HOURS--

--DON'T YOU THINK IT'S TIME YOU WENT HOME AND SLEPT IT OFF?

HOME? BELIEVE ME, OFFICER--

--I'D BE THERE...IF I KNEW WHERE IT WAS.

YOU SHOULDA THOUGHT O' THAT BEFORE YOU DRANK YOURSELF INTO A STUPOR.

DRUNK?

YOU THINK I'M DRUNK?!

HEY...BRING IT DOWN A NOTCH, KID--AND, WHILE YOU'RE AT IT... LEMME SEE SOME I.D.

I.D.?

I DON'T HAVE ANY I.D.!

I...I'M SORRY. I DIDN'T MEAN TO YELL. IT'S JUST THAT I'M SO CONFUSED.

I CAN'T REMEMBER ANYTHING. I DON'T KNOW WHO I AM!

LOOK...MAYBE YOU *ARE* DRUNK... OR MAYBE THERE'S SOMETHING *ELSE* GOIN' ON HERE--

EITHER WAY, I THINK WE'D BETTER GO ON OVER TO THE *STATION* AN'--

NO!

THE BUZZING! IT COMES FROM NOWHERE. AND EVERYWHERE!

SEEMS TO VIBRATE THROUGH HIS BONES...PULSATE THROUGH HIS MUSCLES!

HE LEAPS--WITHOUT KNOWING HE'S EVEN DONE IT.

SKITTERS UP THE SIDE OF THE BUILDING LIKE AN INSECT--ESCAPES--ALL THE WHILE WATCHING HIMSELF...

...BOTH AMAZED AND TERRIFIED BY WHAT HE'S DOING.

WHO AM I? HE THINKS AGAIN.

AND FOR THE FIRST TIME... HE'S AFRAID OF THE ANSWER.

A WEEK PASSES UNEVENTFULLY; MAY'S CONDITION REMAINS BLESSEDLY STABLE.

MARY JANE AND HER AUNT ANNA HOVER OVER THE OLD WOMAN LIKE GUARDIAN ANGELS. DOCTOR CAPUTO CALLS REGULARLY. STOPS IN WHEN SHE CAN.

PETER, OF COURSE, WORRIES.

NOT THAT HE DOESN'T SPEND HOURS SITTING WITH HIS AUNT--READING TO HER, TELLING STORIES, JOKING. THEY ALWAYS COULD MAKE EACH OTHER LAUGH--AND NOW, MORE THAN EVER...

...HE CHERISHES THE LAUGHTER.

I CAN'T BELIEVE I LET YOU TALK ME INTO THIS, AUNT MAY.

OH, PLEASE, PETER.. ONE MORE DAY COOPED UP IN THAT HOUSE AND I'D GO ABSOLUTELY *BATTY*.

WHERE'S THE HARM IN COMING *UP* HERE FOR AN HOUR?

TOP OF THE *EMPIRE STATE*. I USED TO *LOVE* IT WHEN YOU AND UNCLE BEN WOULD BRING ME HERE.

HE WAS CRAZY ABOUT THIS PLACE. USED TO TAKE ME HERE WHEN WE WERE *COURTING*.

GUESS IT WAS A *CHEAP DATE*, HUH?

WE DIDN'T HAVE VERY MUCH MONEY...BUT I SWEAR TO YOU IT WAS BETTER THAN ANY MOVIE OR ANY MEAL IN A FANCY RESTAURANT--

--BECAUSE WE WERE *TOGETHER*.

YOU STILL MISS HIM, DON'T YOU?

AUNT MAY?

PETER... HOW DOES IT *FEEL*?

SWINGING OVER THE CITY. ALMOST *FLYING*, REALLY. HOW WONDERFUL, TO BE SO LIGHT.

HOW DOES *WHAT* FEEL?

SO *FREE*.

I...AH... UM--

I DON'T KNOW WHAT YOU--

IT'S FUNNY. I'VE KNOWN FOR YEARS. HOW COULD I NOT? LIVING UNDER THE SAME ROOF WITH YOU ALL THAT TIME--

--I'D HAVE BEEN AN *IDIOT* NOT TO KNOW.

BUT PETER...I COULD NEVER REALLY *LET* MYSELF KNOW.

WHENEVER I THOUGHT OF YOU OUT THERE--PUTTING YOURSELF IN SUCH DANGER, RISKING YOUR LIFE AGAIN AND AGAIN--I JUST PUSHED IT DOWN...PUSHED IT *AWAY*.

DENIED IT.

AFTER BEN DIED...YOU WERE ALL I *HAD*. I COULDN'T BEAR TO LOSE YOU *TOO*. IT'S NO WONDER...*HE* FRIGHTENED ME SO.

IT'S NO WONDER I COULDN'T BEAR TO EVEN HEAR THE *NAME*--

--SPIDER-MAN.

YOU KNEW?

YOU *KNEW?*

A-AUNT MAY...I NEED A MINUTE TO TAKE THIS *IN.* I--

YOU KNEW?

OH, GOD, AUNT MAY...YOU HAVE TO UNDERSTAND. I *WANTED* TO TELL YOU...I *DID!* BUT YOU WERE SO *SICK* AND--

YOU DON'T HAVE TO EXPLAIN *ANYTHING.*

YOU DID WHAT YOU THOUGHT WAS *RIGHT.* AND SO DID I. WHAT ELSE *COULD* WE DO? WE'RE HUMAN.

BUT I'VE MADE SO MANY MISTAKES! THINGS THAT I'M NOT VERY *PROUD* OF! I DON'T EVEN KNOW WHERE TO BEGIN *TELLING* YOU ABOUT--

DON'T TELL ME ANYTHING. LET *ME* TELL *YOU.*

PETER PARKER--YOU'RE AS GOOD A MAN AS YOUR UNCLE BEN. AND NO KINDER, MORE DECENT SOUL EVER *LIVED.*

IF HE WAS HERE, HE'D LET YOU KNOW--IN NO UNCERTAIN TERMS--HOW *PROUD* OF YOU HE IS.

HOW PROUD...WE *BOTH* ARE.

NOW YOU JUST--

...uhh...

WHAT IS IT? WHAT'S *WRONG?*

JUST...TIRED. MAYBE I *PUSHED* MYSELF...A LITTLE *TOO MUCH* TODAY.

I THINK...I THINK IT'S TIME--

"--TO GO *HOME.*"

I SPOKE TO DOCTOR CAPUTO.

MARY JANE AND AUNT ANNA SHOULD BE GETTING BACK ANY MINUTE, AND THEN WE CAN--

SHE SAID THIS *FEVER* YOU'RE SUDDENLY RUNNING HAS HER WORRIED. SHE'S GOING TO BE HERE SOON TO CHECK YOU.

NO.

NO, PETER.

NO DOCTORS. NO HOSPITALS.

NO MARY JANE OR ANNA.

THIS TIME IS FOR *US*--

--TO SAY OUR *GOOD-BYES.*

GOOD-BYES?

WHAT ARE YOU *TALKING* ABOUT? IT'S JUST A LITTLE FEVER. I'M SURE ONCE DOCTOR CAPUTO SEES YOU--

DON'T YOU *SEE*, MY SWEET NEPHEW?

THIS PAST WEEK TOGETHER...IT'S BEEN A *GIFT*. A CHANCE FOR US TO TAKE OUR LEAVE.

I COULDN'T JUST FADE AWAY LIKE THAT...I *HAD* TO HOLD ON...JUST A LITTLE BIT LONGER.

FOR *YOU*.

YOU'VE NEVER BEEN VERY *GOOD*...AT LETTING *GO*, PETER. LOSING YOUR PARENTS THE WAY YOU DID... MADE IT *SO HARD* FOR YOU.

NO, AUNT MAY--

YES. BUT NOT ALL LEAVE-TAKING IS BAD. I'VE HAD A *GOOD* LIFE. A *LONG* LIFE.

BUT I'M *TIRED*, PETER. IT'S MY *TIME*.

IT'S MY TIME.

...I...

I HAD A...*DREAM* RECENTLY. I DREAMED I WAS *DYING*. AND YOU WERE THERE *WITH* ME, AUNT MAY.

I WAS *SO* SCARED... *SO CONFUSED*...BUT I KNEW THAT *YOU'D* HELP ME.

AND YOU *DID*.

YOU TOLD ME I HAD A JOURNEY TO MAKE. IT WAS MY *DESTINY*, YOU SAID. "WHAT AM I SUPPOSED TO *DO*?" I ASKED YOU. "WHERE AM I SUPPOSED TO *GO*?"

AND YOU REMINDED ME OF THAT *BOOK* YOU'D READ TO ME...*OVER* AND *OVER*...WHEN I WAS LITTLE.

YOU POINTED TO THE NIGHT SKY...AND DO YOU KNOW WHAT YOU *SAID*?

"SECOND TO THE RIGHT...AND STRAIGHT ON TILL MORNING."

REMEMBER THAT? HOW PETER PAN AND WENDY, MICHAEL, AND JOHN, WOULD FLY...*OVER* THE CITY AND *UP*...INTO THE HEAVENS?

LET GO. *FLY.* "SECOND TO THE RIGHT--"

THAT'S WHAT I WANT *YOU* TO DO, AUNT MAY.

"—AND STRAIGHT ON TILL MORNING."

MAY PARKER
SHE TAUGHT
US
LOVE

MAY PARKER
SHE TAUGHT
US
LOVE

MAY PARKER

SHE TAUGHT
US
LOVE

MAY PARKER

SHE TAUGHT
US
,,LOVE

MAY PARKER
SHE TAUGHT US LOVE
MAY PARKER
SHE TAUGHT US LOVE
BEN PARKER
HE WAS LOVED
AFTER THE FUNERAL...

...THE MOURNERS GATHER AT PETER AND MARY JANE'S BROWNSTONE TO SHARE THEIR GRIEF-- AND THEIR MEMORIES OF A REMARKABLE WOMAN.

PETER PASSES AMONG THEM, ACCEPTS THEIR WORDS OF CONSOLATION...

...BUT HIS THOUGHTS ARE FAR AWAY.

HE THINKS OF THE LOSS THAT WILL HAUNT HIM FOR YEARS TO COME; OF THE EMPTINESS IN HIS SOUL-- SO DEEP IT MAY NEVER BE FILLED.

YET, PARADOXICALLY, HE'S FILLED TO BURSTING BY THE GIFTS MAY PARKER HAS BEQUEATHED HIM:

HER WRY HUMOR AND STUBBORN LOVE... HER UNCANNY ABILITY TO FACE LIFE'S HARDSHIPS WITHOUT BITTERNESS OR ANGER.

AND THE GREATEST GIFT OF ALL-- HER BLESSINGS ON HIS LIFE AS SPIDER-MAN.

HIS MIND WANDERS TO BEN REILLY. PERHAPS IT'S INTUITION... PERHAPS IT'S FOOLISHNESS ... BUT HE'S FELT REILLY'S PRESENCE THESE LAST DAYS...

...AS IF HIS DOUBLE HAS BEEN BY HIS SIDE, SUPPORTING HIM, GIVING HIM STRENGTH.

HE PRAYS THAT IT'S TRUE. THAT SOMETHING DEEP IN HIS HEART KEPT BEN FROM LEAVING LAST WEEK. KEPT HIM NEARBY-- SO THAT HE, TOO, COULD SAY GOODBYE.

AND SUDDENLY, PETER REMEMBERS REILLY'S PARTING WORDS TO HIM.

WORDS AUNT MAY HERSELF MIGHT HAVE SPOKEN:

"GRAB YOUR CHANCE AT HAPPINESS. GRAB HOPE, PETER--

NOK NOK

WHO CAN THAT BE?

"--AND DON'T LET GO."

PETER PARKER?

YES?

DETECTIVE CONNOR TREVANE, NYPD. THIS IS LIEUTENANT RAVEN OF THE SALT LAKE POLICE.

LOOK, THIS REALLY ISN'T THE BEST--

WE'RE VERY SORRY TO INTRUDE ON YOU AT A TIME LIKE THIS, MR. PARKER. BUT IT'S MY SAD DUTY TO INFORM YOU--

--THAT YOU'RE UNDER ARREST.

TELL ME THIS IS SOME KIND OF SICK JOKE!

IT'S NO JOKE, MA'AM.

YOU CAN'T BE SERIOUS! YOU CAN'T BE ARRESTING HIM!

WHAT HAS HE DONE? WHAT'S THE CHARGE?

MURDER, MA'AM.

FIRST DEGREE MURDER.

HOW DARE YOU COME INTO OUR HOUSE WHEN WE'RE IN MOURNING-- WITH THESE...THESE MORONIC FALSE CHARGES?!

DON'T YOU PEOPLE HAVE A SHRED OF CONSCIENCE?! A SPECK OF DECENCY?!

PLEASE, MA'AM--

--I THINK YOUR TIME WOULD BE BETTER SPENT GETTING YOUR HUSBAND A LAWYER.

WHO SHOULD I CALL? WHO SHOULD I CALL?

MATT MURDOCK? NO.., MURDOCK'S DEAD!

WHAT ABOUT HIS 'PARTNER? OH, GOD--I CAN'T REMEMBER HIS NAME!

MAYBE I SHOULD CALL ROBBIE! ROBBIE ALWAYS KNOWS WHAT TO--

I'VE GOT TO BE WITH PETER! HE NEEDS--

NO. NO! I'VE GOT TO GO DOWN TO THE POLICE STATION!

oh!

MY NAME IS BEN REILLY--

--AND I THINK IT'S TIME WE MET--

--FACE-TO-FACE.

TO BE CONTINUED -- IN ONE WEEK -- IN THE PAGES OF SPIDER-MAN #57!!

THE SILENCE IS SO HEAVY THAT IT LAYS OVER THE GRAVEYARD LIKE A BLANKET OF SHROUDED TORMENT. THE NIGHT IS COLD, A RAW, GROWING, GATHERING COLD THAT PENE-TRATES HIS BONES, CHILLING HIS MARROW, PIERCING HIS ANGUISHED MEMORIES WITH ICY DAGGERS OF SHARP AND SHIVERY PAIN.

THE GNAWING, NUMBING COLD HAS NOTHING TO DO WITH THE SEASON, NOTHING TO DO WITH THE TEMPER-ATURE.

HE'D BE JUST AS COLD IN THE MIDDLE OF SUMMER.

HE TREMBLES, SHAKING SLIGHTLY, INVOLUNTARILY. HE FEELS THE COLD WILL BE WITH HIM FOREVER--AS THOUGH IT WILL NEVER MELT FROM WITHIN HIS TOR-TURED SOUL.

PETER, IT'S BEEN OVER AN HOUR.

THERE'S NOTHING MORE TO SAY--NOTHING MORE WE CAN DO.

I KNOW. I KNOW IT'S OVER. SHE'S GONE FOREVER.

IT'S JUST--SO HARD TO LET GO.

The Cycle of Life

STAN LEE writer • DARICK ROBERTSON penciler • GEORGE PÉREZ inker • JOHN COSTANZA letterer • TOM SMITH colorist
TOM BREVOORT editor • DANNY FINGEROTH group editor • BOB BUDIANSKY editor in chief

THERE'S SO MUCH MORE I WISH I COULD HAVE TOLD HER.

SO MUCH I SHOULD HAVE THANKED HER FOR...

ALL THESE YEARS-- SHE WAS THE ONLY FAMILY I HAD.

AND YOU WERE AS GOOD TO HER AS ANY SON COULD EVER BE.

ALWAYS REMEMBER-- YOU GAVE HER SOMETHING TO LIVE FOR.

MAY PARKER

SHE TAUGHT US LOVE

AT THAT MOMENT...

WE OUGHTA BE SAFE HERE.

YEAH! THIS IS COOL!

AIN'T NOBODY GONNA LOOK FOR A STOLEN CAR IN SOME CRUMMY CEMETERY!

BUT WE NEED DOUGH FOR GAS! WE'RE LIKE RUNNIN' ON EMPTY!

HEY, NO PROBLEM! THERE'S A COUPLE O' PIGEONS AHEAD!

STRANGE, ISN'T IT? AS SPIDER-MAN, DEATH IS ALWAYS SO CLOSE BY-- AND YET, WHEN IT ACTUALLY OCCURS...

ESPECIALLY, TO SOMEONE YOU LOVE...

PETER! WE'RE BEING FOLLOWED!

I KNOW.

WHY THE GUN, MAN? WE CAN HANDLE THEM TWO WITH OUR EYES SHUT!

HEY, I JUST WANNA KEEP IN PRACTICE!

YOU GOT A PROBLEM WIT' THAT?

YEAH, DUMBO! SOMEONE MIGHT HEAR THE SHOT!

HEY, C'MERE AN' EMPTY YER POCKETS! YOU! I'M TALKIN' T'YOU!

AN' YOU WAIT RIGHT THERE, LADY! I'LL GIT TO YOU NEXT!

AT LEAST WE KNOW THAT AUNT MAY'S AT PEACE, HONEY.

ALL THAT'S LEFT NOW IS-- THE GRIEVING.

WHAT 'RE YOU, SOME KIND 'A CRAZY?

D'YA SEE WHAT I'M HOLDIN'? KNOW WHAT I'M GONNA DO TO YA?!!

S'MATTER, YA DEAF OR SOMETHIN'?

SKRUNCH!

NO MATTER WHAT MAY EVER HAPPEN, THEY CAN NEVER TAKE AWAY OUR MEMORIES -- OF THE DEAREST LADY THAT EVER LIVED.

AND WE'LL ALWAYS HAVE EACH OTHER TO SHARE THOSE MEMORIES WITH.

BUT, SOMETIMES, WHEN I THINK OF ALL THE RISKS YOU RUN -- WHEN -- I REALIZE HOW VULNERABLE WE ALL ARE --

DON'T SAY IT, HONEY. DON'T EVEN THINK IT.

EACH OF US DOES WHAT WE HAVE TO DO. NOTHING CAN EVER CHANGE THAT.

ICE

SPEAKING OF MEMORIES...

THERE'S ONE I 'LL NEVER FORGET.

MY PARENTS DISAPPEARED IN THE ORIENT WHEN I WAS A BABY.

IT WAS YEARS BEFORE WE COULD ACCEPT THAT THEY WERE DEAD.

ONLY THE LOVE OF AUNT MAY AND UNCLE BEN KEPT ME GOING.

I WAS SO YOUNG, SO SAD AND LONELY...

I SPENT MY TIME READING, STUDYING, LOST IN MY OWN PRIVATE WORLD..

SCIENCE AWARD

JAMES AND THE GIANT PEACH

ROALD DAHL

...KNOWING I COULD ALWAYS COUNT ON MY AUNT AND UNCLE BEING THERE FOR ME.

WE'RE ALL HE'S GOT, BEN.

WE'LL BRING HIM UP AS IF HE'S OUR OWN.

IN A WAY, I FEEL AS THOUGH HE IS.

I WAS SMALLER THAN THE OTHER KIDS, AND SHYER.

IT WASN'T EASY FOR ME TO ASK...

FELLAS, CAN I PLAY?

HEY, WADDAYA KNOW! THE SHRIMP WANTS'A JOIN THE GAME!

JUST WHAT WE NEED--PUNY PARKER ON OUR TEAM!

HERE, SQUIRT! HEY, PRETTY TRICKY!

HOW'D YA LEARN TO CATCH IT IN YOUR BELLY?

THANKS FOR THE LESSON, PEE-WEE. DROP AROUND ANYTIME, HEAR?

YEAH, MAYBE THERE'S SOME *MORE* TRICKS YA CAN TEACH US!

"FLASH" BOLTS

AUNT MAY TRIED TO CHEER ME UP WITH MILK AND COOKIES.

IT WAS LIKE TRYING TO STOP VESUVIUS WITH A BAND-AID!

I FOUGHT THE PAIN AND HEARTBREAK THE ONLY WAY I KNEW--BY READING, STUDYING, LEARNING ALL I COULD.

MAYBE I *CAN'T* BE A JOCK...

BUT I'LL BE *SOMETHING*, SOMEDAY!

NO MATTER HOW TOUGH THINGS WERE, AUNT MAY WAS ALWAYS THERE FOR ME.

I WISHED THERE WAS A WAY I COULD REPAY HER.

WATCH WHERE YER GOIN', FOUR-EYES!

OUR GROCER-IES! YOU SPLASHED ON THEM -- RUINED THEM!

OOOH, I'M SCARED! YA MIGHT SLAP ME WITH A WET NOODLE!

IT'S ALL RIGHT, DEAR. WE'LL GO BACK TO THE STORE.

NO! THAT WAS YOUR LAST GROCERY MONEY! HE DID IT *PURPOSE-LY!*

WELL, WADDAYA KNOW! THE RUNT HAS A TEMPER! I'M STARTIN' T' TREMBLE!

YEAH, WE BETTER RUN AWAY BEFORE HE HURTS US!

YOU CRUMMY COWARDS! MY AUNT *NEEDED* THOSE GROCERIES! YOU'RE GONNA *PAY* FOR THAT!

YOU MAY BE *BIGGER* THAN ME BUT I'M NOT SCARED OF YOU!

HEY, WE GOTTA TEACH YOU A *LESSON!*

LESSON? YOU ILLITERATE SKUNKS DON'T KNOW THE *MEANING* OF THE WORD!

I DON'T CARE *HOW* MANY OF YOU THERE ARE!

YOU CAN'T STOP ME! I'LL GET YOU! I'LL GET YOU!

I KEEP HITTIN' 'IM BUT HE KEEPS COMIN'!

I DON'T CARE WHAT YOU DO TO *ME*, BUT NOBODY BETTER PICK ON *MY AUNT!*

OKAY, OKAY, YOU MADE YER POINT!

C'MON, LET'S TAKE OFF. HE'S TOO DUMB T'KNOW WHEN HE'S LICKED!

COME BACK AND FIGHT! I'M NOT AFRAID OF YOU! I DON'T CARE *HOW* MANY YOU ARE!

I'M NOT AFRAID, DO Y'HEAR? I'M NOT AFRAID! I'M *NOT!*

I'M--NOT--AFRAID--

PETER, PETER! YOU MIGHT HAVE BEEN HURT!

YOU SHOULD HAVE *SEEN* HIM, BEN! SMALL AS HE WAS--

HE HAD THE HEART OF A LION!

I-I'M SORRY-- THEY GOT AWAY.

HUSH, PETER. I WAS SO PROUD OF YOU.

NOT EVERYONE CAN BE A HUNK, SON-- BUT THE GREATEST POWER OF ALL IS *BRAIN* POWER-- AND COURAGE!

MARVEL BREAD

AND YOU'VE GOT THOSE A'PLENTY!

SURE, I HAD A TOUGH CHILDHOOD, HONEY--BUT SO DID LOTS OF KIDS! I HOPE I DIDN'T SOUND LIKE I WAS COMPLAINING!

EVEN THOUGH I WAS AN ORPHAN, AUNT MAY AND UNCLE BEN WERE THE GREATEST PARENTS ANYONE EVER HAD.

THAT'S WHY I CAN NEVER FORGIVE MYSELF FOR BEING PARTIALLY RESPONSIBLE FOR UNCLE BEN'S DEATH!

AND THAT'S WHY I'VE REMAINED AS SPIDER-MAN ALL THESE YEARS...

TO TRY TO ATONE FOR WHAT I HAD DONE!

AND, KNOWING HOW TERRIFIED AUNT MAY WAS OF THE MASKED WEB-SWINGER...

I HAD THE EXTRA BURDEN OF NEVER BEING ABLE TO REVEAL MY SECRET!

BUT EVERYONE HAS PROBLEMS. LIKE ANYONE ELSE, I DID WHAT I HAD TO DO...

...THE ONLY WAY I COULD!

NOW, I MUST ACCEPT THE FACT THAT MAY AND BEN ARE GONE.

ALWAYS REMEMBER, DARLING, DEATH IS SIMPLY A NATURAL PART OF LIFE.

IT'S ALL A MAGICAL PIECE OF DESTINY'S GREAT DESIGN!

IN FACT, I'VE ALWAYS THOUGHT OF LIFE AS A SPECIAL SCHOOL THAT EVERY LIVING BEING MUST ATTEND...

AND WHEN WE DIE, IT'S NOTHING MORE THAN OUR LONG-AWAITED GRADUATION DAY!

YEARS AGO, WHEN YOU WERE YOUNG, YOUR AUNT AND UNCLE PROMISED THAT YOU'D NEVER BE ALONE.

AND NOW, MY DARLING, I MAKE YOU THE SAME PROMISE.

SO LONG AS LIFE ENDURES, I'LL ALWAYS BE YOURS.

NOTHING LASTS FOREVER, MY LOVE, AND YET--

THERE'S ONE THING TIME CAN NEVER DESTROY!

PERHAPS THAT'S THE MIR-ACULOUS CYCLE OF LIFE...

THE FACT THAT LOVE-- AND LOVE ALONE-- IS ETERNAL.

DERRICK 3·15·95
GEORGE 3·31·95

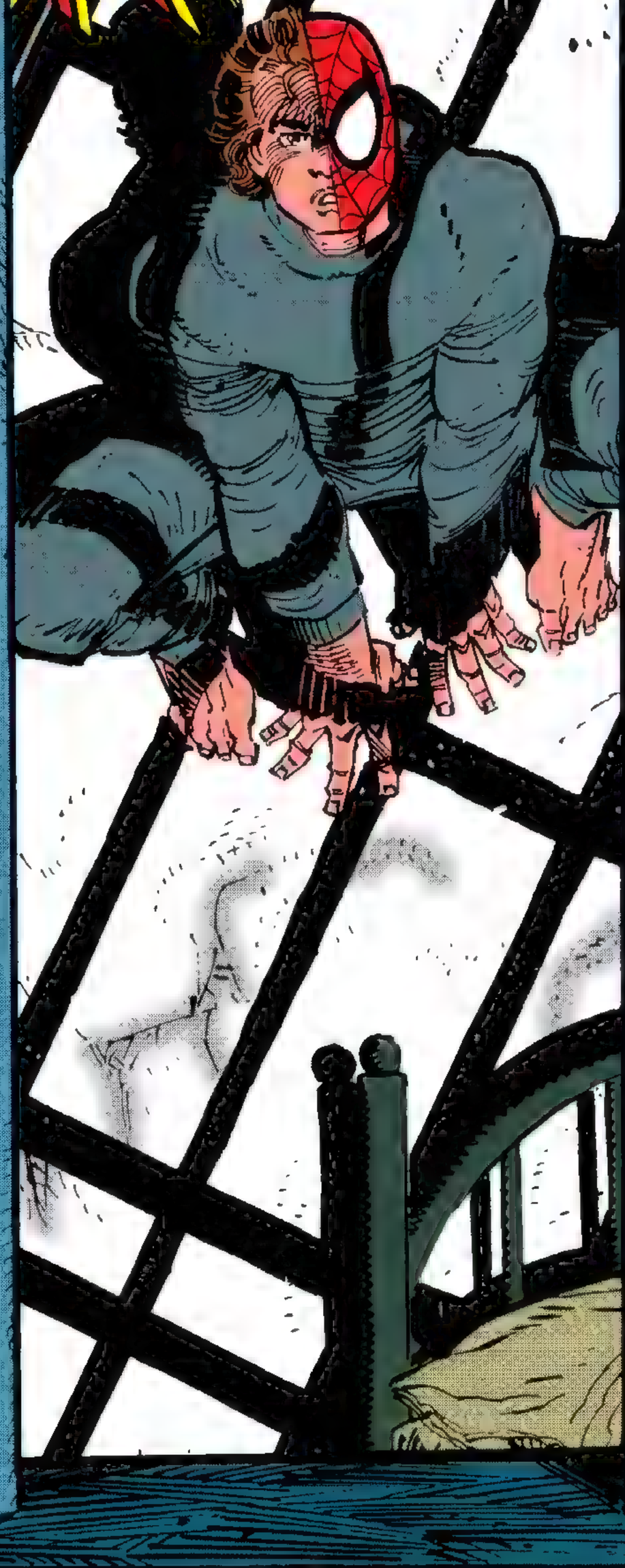
MARVEL COMICS

$2.50 US
$3.40 CAN
57
APR

APPROVED BY THE COMICS CODE AUTHORITY

SPI

R-MAN



NO!

I DON'T WANT TO HEAR ANYTHING YOU HAVE TO SAY!

SMAK

She's angry.

And after all that's happened, who can blame her?

She finds out she's pregnant... Aunt May dies... Peter gets arrested...*

... if she needs to take some of that anger out on me... fine.

I deserve it for coming in here like this... at a time like this.

*SEE AMAZING SPIDER-MAN #400 FOR THE INCREDIBLE DETAILS. -- Danny-

AFTERSHOCKS

part ONE

howard MACKIE WRITER

john ROMITA JR GUEST PENCILER

joe RUBINSTEIN GUEST INKER

kevin TINSLEY COLORIST

richard starkings AND COMICRAFT LETTERING

danny FINGEROTH EDITOR

bob BUDIANSKY EDITOR IN CHIEF

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

I SAID... GET OUT!

I'M SORRY. I WON'T LET YOU HIT ME AGAIN.

AND BELIEVE IT OR NOT, MRS. PARKER...

...I WANT TO HELP YOU.

YOU AND YOUR HUSBAND.

LET GO OF ME!

YOU'RE THE *SCARLET SPIDER* THAT I'VE READ ABOUT IN THE BUGLE, RIGHT?

YOU SAY YOU WANT TO HELP, BUT YOU SHOW UP LOOKING LIKE PETER!

NO ONE IS GOING TO BELIEVE *YOU* AS *HIM*. YOU'RE NOT HALF THE *HERO* HE IS...NOT HALF THE *MAN!*

MRS. PARKER, I CAN'T HELP THE WAY I LOOK...

...AND I CAN'T HELP BUT TRY AND HELP YOU...

...WHETHER YOU *WANT* IT OR *NOT!*

THWIP

THWIP

LEAVE US ALONE.

JUST PLEASE... LEAVE US ALONE.

PETER... I NEED YOU!

MEANWHILE...

WHAT AM I *DOING* HERE?

I COULD SNAP THESE HANDCUFFS WITHOUT EVEN *TRYING*.

BUT NO.

I HAVEN'T DONE ANYTHING WRONG.

THE PAST TWENTY-FOL'R HOURS HAVE BEEN A BLUR.

FIRST AUNT MAY'S FUNERAL... THEN THE COPS SHOW UP... ARREST ME...

...ALL OF A SUDDEN I'VE GOT A LAWYER.

AND HERE I AM... WAITING TO FIND OUT WHAT IT IS I'VE SUPPOSEDLY DONE IN *UTAH*.

AND THE JUDGE KEEPS TALKING.

ALL THIS LEGAL TALK... I CAN'T UNDERSTAND ANY OF IT.

I WISH SHE WOULD JUST GET TO THE CHARGE SO I CAN GET OUT OF HERE AND BACK TO MARY JANE.

...MURDER.

WHAT?

AND, GIVEN THE *HEINOUS NATURE* OF THE CRIMES BOTH HERE AND IN UTAH...

...I AGREE WITH THE DISTRICT ATTORNEY THAT NO BAIL WILL BE SET AT THIS TIME.

WHAT?

A SHORT TIME LATER...

MURDER?

I'VE NEVER EVEN *BEEN* TO UTAH.

HOW COULD A MISTAKE LIKE THIS HAPPEN?

THEY'RE TALKING ABOUT FINGERPRINTS... EYEWITNESSES..?

HOW?

PETER, RIGHT? THAT'S THE NAME YOU'RE CALLING YOURSELF BACK HERE?

WHY DIDN'T YOU *RUN*, KID? YOU *HAD* TO HAVE RECOGNIZED ME.

YOU COULDN'T HAVE THOUGHT I'D LET YOU GET AWAY WITH *KILLING* HER. SHE WAS MY *PARTNER*.

WHO *ARE* YOU? WHAT ARE YOU *TALKING* ABOUT?

JACOB RAVEN.

GET USED TO THE NAME AND THE FACE...

...BECAUSE I'LL BE THE ONE BRINGING YOU BACK TO SALT LAKE CITY.

THIS IS LIKE SOME SORT OF NIGHTMARISH MOVIE.

I CAN'T BELIEVE IT'S *HAPPENING*.

DAILY BUGLE

I CAN'T *BELIEVE* IT, JONAH! NOT *PETER!*

KEEP YOUR VOICE DOWN, ROBBIE...

"...THE CITY ROOM IS IN ENOUGH OF A STATE OF SHOCK ALREADY."

"BUT PARKER'S BEEN A PART OF OUR FAMILY FOR A LOT OF YEARS.

"MADE A LOT OF FRIENDS HERE..."

...SO WHAT ARE WE GOING TO DO?

DO, JOE?

THE *STORY*, JONAH? HOW ARE WE GOING TO *HANDLE* IT?

AND WHAT ARE WE GOING TO DO FOR PARKER'S *FAMILY*?

NOTHING.

IF HE DID WHAT THEY'RE *SAYING* HE DID...HE *DESERVES* WHATEVER HE GETS.

NOW GET OUT OF HERE AND LET ME ANSWER THE PHONE IN PRIVATE.

RRRRING

KKKKING

WE NEED TO FINISH THIS TALK, JONAH.

LATER.

RRRRING

COUNSELOR? HOW'S IT GOING?

I APPRECIATE YOU REPRESENTING AT THE ARRAIGNMENT THIS MORNING.

YEAH, I KNOW YOU'RE BUSY... JUST PUT YOUR BEST MAN ON IT.

NO... THE BUGLE ISN'T FOOTING THE LEGAL FEES...

...IT'S ALL COMING OUT OF MY POCKET. JUST KEEP IT CONFIDENTIAL.

JUST BETWEEN US, JONAH. AND DON'T WORRY. PARKER IS GOING TO HAVE THE BEST LEGAL DEFENSE YOUR MONEY CAN BUY.

THE STREETS OF PETER PARKER'S YOUTH.

A LONE INDIVIDUAL WANDERS THROUGH THE RAIN, VIEWING THE COMMONPLACE WITH A CHILD'S SENSE OF WONDER.

HIS MIND IS A FRAGMENTED JUMBLE OF MEMORIES.

MEMORIES THAT HAVE LED HIM FROM THE ADIRONDACK MOUNTAINS* TO THESE STREETS.

...IN SEARCH OF ANSWERS...

* THIS MAN OF MYSTERY WAS LAST SEEN IN AMAZING #400. -- Danny

...IN SEARCH OF AN IDENTITY.

THE DISMAL MORNING EXTENDS TO MANHATTAN...

...AND BLENDS WITH THE CHEERLESS ATMOSPHERE OF THE DETENTION CENTER AT ONE POLICE PLAZA...

...WHERE PETER PARKER IS BEING HELD FOR A CRIME HE DID NOT COMMIT.

HERE HE NOW MEETS WITH HIS LAWYER AND LISTENS TO A DEFENSE STRATEGY.

PETER BARELY LISTENS, FOR HE KNOWS HE IS INNOCENT...

...AND HE IS SURE THE TRUTH WILL COME TO LIGHT.

ELSEWHERE...

...JACOB RAVEN SITS IN HIS HOTEL ROOM, LISTENING TO THE RAINFALL OUTSIDE, AND CONTEMPLATING PETER PARKER'S GUILT.

HE, WHO HAS NEVER DOUBTED BEFORE...

...IS BEGINNING TO DOUBT.

NOW HE SEEKS DIVINE GUIDANCE TO POINT HIM TOWARD THE TRUTH.

HE MUST KNOW THE TRUTH.

THE EVER INCREASING INTENSITY OF THE RAGING STORM WHICH SWEEPS ACROSS THE CITY...

...IS LOST ON THE MAN NAMED KAINE.

HIS IS A RAGE FAR GREATER THAN THAT OF A MERE THUNDERSTORM.

EVERY THOUGHT IS ON PETER PARKER'S INCARCERATION.

ON THE LIFE THAT HAS BEEN TAKEN FROM HIM.

PETER CANNOT BE TAKEN FROM HIM LIKE THIS.

SOMEONE MUST PAY.

SOMEONE MUST SUFFER.

EVEN AS THESE THOUGHTS TEAR THROUGH KANE'S MIND...

...SO, TOO, DOES ONE OF HIS PAINFUL PRECOGNITIVE VISIONS.

VISIONS OF MARY JANE.

VISIONS OF DEATH.

KANE DEALS WITH THE PAIN IN THE ONLY WAY HE CAN.

KANE SNAPS

AS THE PAIN SUBSIDES...

...KAINE FINDS PEACE IN THE DESTRUCTION HE HAS CAUSED.

AND KNOWS THAT THE VISION POINTS HIM TOWARD THE FUTURE.

HIS FUTURE.

LATER, AT THE HOME OF PETER AND MARY JANE...

PETER...

...HOW COULD THIS BE HAPPENING TO *US*?

WHY DOESN'T HE JUST USE HIS POWERS TO BREAK OUT OF JAIL?

I NEED HIM... OUR *BABY* IS GOING TO NEED HIM.

OUR *BABY*? HIS *POWERS*...

OMIGOD! I CAN'T STOP WONDERING... HOW IS HIS *IRRADIATED BLOOD* GOING TO AFFECT OUR *BABY*?

I NEED *AIR*.

GOT TO *THINK*.

I WISH THERE WAS SOMEONE I COULD TALK TO ABOUT THIS.

ANYONE.

THE RAVENCROFT INSTITUTE.

YOU ARE A VERY HANDSOME WOMAN, DOCTOR KAFKA.

NOT AS BEAUTIFUL AS MY GWEN... BUT HANDSOME JUST THE SAME. WHAT'S YOUR SECRET?

I'D RATHER WE CONTINUED TALKING ABOUT YOU, PROFESSOR WARREN.

PLEASE, CALL ME JACKAL.

TELL ME MORE ABOUT GWEN.

A CREATURE OF EXQUISITE BEAUTY.

NONE DESERVED TO LAY EYES ON HER.

CERTAINLY NOT SPIDER-MAN!

HE KILLED HER! TOOK MY GWEN FROM ME!

HE WILL PAY!

AND VERY SOON.

WE HAVE TO END THIS SESSION, DOCTOR.

MONITORS ARE SHOWING HE'S PUSHING THE RESTRAINING DEVICES TO THEIR LIMITS.

I DON'T WANT TO RISK ANOTHER BREAK-OUT.

WE'LL CONTINUE THIS TOMORROW, PROFESSOR.

Tsk! Tsk! REMEMBER,. IT'S JACKAL TO YOU, DOCTOR.

YOU, ON THE OTHER HAND, SHALL CONTINUE TO CALL ME PROFESSOR WARREN, COLONEL JAMESON.

WHATEVER YOU SAY.

QUEENS...

WHY DO THESE STREETS SEEM SO FAMILIAR?

LIKE I'VE BEEN HERE BEFORE.

EVERY-THING IS SO --

STOP! STOP, THIEF!

SOME-BODY GRAB HIM!

-- FAMILIAR!

EXCUSE ME --

-- I BELIEVE THE MAN ASKED YOU TO STOP!

GET OUTTA MY WAY, MAN!

SORRY. CAN'T DO THAT.

KTASH

MAN, YOU WILLIN' TO GET *CUT* FOR SOMEONE ELSE'S MONEY?

SHOULDA JUS' STAYED OUTTA MY *FACE!*

I COULDN'T IF I WANTED TO.

I SEEM TO HAVE SOME POWERS.

AND I'VE BEEN TOLD THAT WITH POWER COMES...

...RESPONSI-BILITY.

AT LEAST I THINK I'VE BEEN TOLD THAT.

HEY, WHERE *YOU* GOING? YOU'RE A *HERO.*

IF THIS GUY HAD GOTTEN AWAY HE COULD'VE *KILLED* SOMEONE.

COME *BACK* HERE!

POWER...

AND RESPONSI-BILITY.

ELSEWHERE...

LOOK AT HER RUN.

SHE'S JUST HAD HER ENTIRE WORLD TURNED UPSIDE DOWN.

NOW SHE'S UNSURE OF WHAT TO DO NEXT.

WITH NO ONE TO TALK TO...

...NO ONE TO UNDERSTAND WHAT SHE'S GOING THROUGH.

I'VE BEEN THERE.

HOW CAN I MAKE HER BELIEVE THAT ALL I WANT TO DO IS HELP?

WHY SHOULD SHE EVER TRUST ME?

I'VE GOT TO TRY. SHE'S GOT TO *KNOW* THAT I ONLY WANT THE BEST FOR HER AND PETER--

NO!

IT CAN'T BE!

NOT *HIM!*

NOT *NOW!*

NOT --

"--JUDAS TRAVELLER!

MEDEA. MISTER NACHT. BOONE...

PLEASE WAIT HERE.

EXCUSE ME, MRS. PARKER. I'D LIKE TO HAVE WORDS WITH YOU.

ACTUALLY, I'D LIKE TO TRY TO UNDERSTAND SPIDER-MAN THROUGH YOUR MIND... THE WOMAN WHO LOVES HIM AND -- HOW INTERESTING --

-- IS CARRYING HIS CHILD.

TRAVELLER!

GET AWAY FROM HER!

Ah, YOUNG BEN. I HAD *HOPED* WE WOULD CROSS PATHS AGAIN.

THOUGH NOW IS A PARTICULARLY *INCONVENIENT* TIME.

THE PARKER HOME.

BARKING

MRS. PARKER? IT'S JACOB RAVEN. ARE YOU HOME?

THIS WAS A MISTAKE.

WHY AM I DOUBTING MYSELF? I KNOW WHAT I SAW.

I KNOW THE TRUTH.

THE REST IS UP TO THE COURTS --

WHAT--?

DON'T RESIST, OFFICER.

YOU WOULDN'T STAND A CHANCE.

WHO ARE YOU?

I'M THE ONE WHO'S GOING TO PROVE TO YOU THAT YOU ARRESTED THE WRONG MAN, RAVEN!

LOOK, WHOEVER YOU ARE--!

THE WRONG MAN!

I'M NOT GOING TO DISCUSS THE SPECIFICS OF AN ONGOING INVESTIGATION WITH A COSTUMED *MADMAN.*

ALL I'LL SAY IS THAT THE EVIDENCE *CLEARLY* IMPLICATES --

EVIDENCE?!

YOU WANT EVIDENCE?

...AND TELL ME WHAT YOU THINK OF YOUR *EVIDENCE!*

LOOK IN THE MIRROR...

MEANWHILE...

I SAID GET AWAY FROM HER, TRAVELLER!

LOOK AT ME!

IN TIME, BEN. THEN I WILL LOOK AT AND INTO YOU.

UNTIL THEN...

STREET.

EXPLODE.

NOW.

FRACTURE

THAT SHOULD KEEP HIM OCCUPIED FOR A TIME, DEAR CHILD.

PLEASE RELAX, MARY JANE.

YOU HAVE NOTHING TO FEAR FROM ME...

...IF YOU SIMPLY OPEN YOUR MIND AND SOUL TO ME.

BACK IN POWER AND RESPONSIBILITY. -- Danny

HOW IS TRAVELLER DOING THIS?

HE SEEMED *POWERFUL* THE LAST TIME PETER AND I CONFRONTED HIM...*

...BUT NOT *THIS* POWERFUL!

WHAT *IS* THIS GUY?

THWIPP

IN THE OLD DAYS ALL I HAD TO WORRY ABOUT WERE THE LIKES OF MYSTERIO AND THE SHOCKER...

SINCE I'VE COME BACK TO THE CITY I'VE GONE UP AGAINST *VENOM*, THE *GRIM HUNTER* AND NOW *THIS* GUY.

TIMES HAVE CHANGED.

MAYBE I SHOULD BE *GLAD* I'M NOT THE *REAL* SPIDER-MAN.

NO... CAN'T SLIP BACK INTO *THAT* MINDSET.

I SPENT *FIVE YEARS* WORKING AT CREATING MY OWN LIFE... TRYING TO STOP OBSESSING ABOUT BEING PETER'S *CLONE*...

...THEN, AS SOON AS I COME BACK TO MANHATTAN, I START WHINING ALL OVER AGAIN.

NO MORE.

I AM WHO I AM.

AND I'M THE *ONLY* CHANCE MARY JANE HAS RIGHT NOW.

THAT'S *IF* I CAN GET TO HER.

HE IS PERSISTENT.

BUILDING... FALL.

GEEZ! THIS IS GETTING RIDICULOUS.

I CAN'T EVEN GET CLOSE ENOUGH TO *FIGHT* HIM.

AND AS BEST AS I CAN TELL... IN THE REPERTOIRE OF SPIDER-MAN'S IMPLANTED MEMORIES AND SKILLS...

...THERE'S NOTHING THAT COVERS FIGHTING A *STREET.*

ON THE PLUS SIDE...

...THIS *IS* PUSHING ME TO THE *LIMIT.*

AND DO YOU KNOW WHAT?

I'VE STILL GOT IT!

AND WHOEVER IT ALSO BELONGS TO DOESN'T MATTER, BECAUSE...

...RIGHT NOW IT'S ALL *ME!*

WHY IS HE DOING THIS FOR ME?

MAYBE HE --

DO NOT CONCERN YOURSELF WITH *HIM*, MARY JANE.

YOUR ONLY CONCERN SHOULD BE YOUR *BABY*...

...AND HUSBAND.

TO *YOU*, BEN SHOULD NOT EVEN EXIST.

LIKE SO.

YOUR CHILD...

FWOOM

NOW THAT THE SCARLET SPIDER IS NO LONGER A DISTRACTION...

...IF WE MAY CONTINUE --

AHEM!

I BELIEVE I SAID LET GO OF HER!

AND I MEAN NOW!

AFTER ALL THAT YOU HAVE WINTNESSED, YOU WOULD STILL CHOOSE TO CONFRONT ME?

WHAT DO YOU THINK?

OF COURSE YOU WOULD.

SOON, BEN... VERY SOON...

...YOU, PETER AND I WILL SIT DOWN TOGETHER...

...AND GET TO KNOW ALL ABOUT ONE ANOTHER.

UNTIL THEN...

HE'S GONE.

BUT I DON'T THINK YOU'RE OUT OF DANGER YET. FROM HIM...

...AND FROM OTHERS.

I KNOW YOU DON'T WANT MY HELP, SO I'LL LEAVE.

BUT I CAN'T STOP WATCHING... CAN'T STOP CARING...

...I'M SORRY.

WAIT...

...PLEASE.

LOOK, IF YOU STILL WANT TO TALK NOW... I'M WILLING TO GIVE IT A TRY. BUT DO ME A FAVOR... LEAVE THE MASK ON.

SOMEHOW I FIND THAT THE LEAST UNSETTLING PART ABOUT YOU.

YOU AND ME BOTH.

AT THAT MOMENT...

MOVING TO ANOTHER HOLDING CELL.

GOT TO HAVE MY LAWYER GET WORD TO MARY JANE.

HOPE SHE'S HOLDING UP ALL RIGHT.

SO MUCH HAS HAPPENED...

...HOW CAN THINGS EVER GO BACK TO THE WAY THEY WERE?

RAVENCROFT...

THIS IS NICE.

THIS IS *VERY* NICE.

I COULDN'T HAVE PLANNED IT BETTER.

OR DID I?

QUEENS...

MUST FIND OUT WHO I *AM*.

I KNOW WHERE I HAVE TO GO!

"AFTERSHOCKS" concludes in **SPECTACULAR #223!** And in our next issue... *part 3* of

"THE MARK OF KAINE!"

FIVE YEARS AGO

SHE'D EXPECTED THE ACHING LIMBS AND FAILING ORGANS, THE FACE SO WRINKLED SHE SOMETIMES DOESN'T RECOGNIZE HERSELF IN THE MIRROR. BUT NO ONE WARNED MAY PARKER THAT OLD AGE WOULD BE SO LONELY.

THIS HOUSE CAN SEEM SO HUGE, SOMETIMES, *SHE THINKS*. THE AFTERNOONS STRETCHING INTO FOREVER.

BUT IT'S ***NOT*** FOREVER, *SHE REMINDS HERSELF*. *PETER'S* COMING FOR DINNER TONIGHT ...AND HE'S BRINGING *MARY JANE* WITH HIM.

JUST THE THOUGHT OF HER NEPHEW... OF HIS ENERGY AND HUMOR... MAKES MAY SMILE. IT'S NEVER ***REALLY*** LONELY, *IS* IT, *SHE DECIDES*, AS LONG AS YOU HAVE...

WHAT IN--?

...FAMILY.

SHE STANDS AT THE DOOR, LISTENING-- SHE CAN'T SAY FOR WHAT.

SHE ***SWORE*** SHE HEARD SOMETHING. SOMEONE? OR MAYBE SHE ***DIDN'T*** HEAR IT, MAYBE SHE... ***FELT*** IT:

A FAMILIAR PRESENCE, A--

I'VE GOT TO GET OUT MORE, *MAY THINKS*, CLOSING THE DOOR AND SHUFFLING BACK INSIDE, OR I'M GOING TO TURN ABSOLUTELY *SENILE*.

IT TOOK ALL HIS SELF-CONTROL NOT TO RUN UP TO HER AND TELL HER EVERYTHING. THAT'S THE WAY IT **USED** TO BE, WHEN HE WAS LITTLE:

TEARS STREAMING DOWN HIS FACE, BOTTOM LIP QUIVERING, HE'D SIT ON HER LAP SOBBING ABOUT THE TOY TRUCK THAT HAD BROKEN OR THE BOY UP THE BLOCK WHO'D MADE FUN OF HIM BECAUSE HE DIDN'T HAVE PARENTS...

...AND AUNT MAY WOULD **ALWAYS** FIND SOME WAY TO MAKE IT BETTER.

BUT NOT THIS TIME.

STAN LEE PRESENTS:

The Parker Legacy, PART TWO
Whose LIFE is it, Anyway?

J.M. DeMATTEIS, *WRITER* * JOHN ROMITA, JR., *PENCILS* * JOHN ROMITA, SR., *INKS*
JOE ROSEN, *LETTERER* * PAUL BECTON, *COLORIST* * DANNY FINGEROTH, *EDITOR*
BOB BUDIANSKY, *CHIEF*

HE'S FURIOUS AT HIMSELF FOR HAVING GONE THERE.

WHEN HE LEFT THE APARTMENT, HE FULLY INTENDED TO CATCH THE FIRST BUS OUT OF TOWN AND LEAVE PETER PARKER'S LIFE BEHIND HIM.

BUT HE COULDN'T HELP HIMSELF. ALMOST WITHOUT THINKING, HE'D FOUND HIMSELF AT MAY'S... FOR ONE LAST GLIMPSE.

ONE FINAL GOODBYE.

BUT GOODBYE TO **WHAT?** A LIFE THAT ISN'T HIS? FALSE PROGRAMMING? FRAUDULENT MEMORIES?

WHERE YA HEADED?

FAR AWAY AS POSSIBLE.

CARE T'BE MORE *SPECIFIC?*

I DUNNO, UH... CALI-FORNIA, *SAN FRANCISCO.*

IMPLANTED LIES?

HE STILL CAN'T BELIEVE IT... EVEN THOUGH HE KNOWS THAT IT'S TRUE: HE'S **NOT** PETER PARKER, HE'S A **CLONE**, A GENETIC DUPLICATE CREATED BY **THE JACKAL.**

BUT DUPLICATE OR NOT, HOW CAN HE CHANGE WHO AND WHAT HE IS?

HOW CAN HE ERASE ALL THE YEARS HE SPENT WITH MAY AND BEN; BEING RAISED, BEING SHAPED, BY THE TWO MOST DECENT PEOPLE HE'S EVER KNOWN?

NO! NEVER KNOWN!

*THE TRUTH OF THE MATTER IS THAT HE **NEVER KNEW THEM**, AND THE SOONER HE ACCEPTS THAT, **DIGESTS** THAT--THE SOONER HE CUTS HIS TIES TO THEM AND ALL OF PARKER'S PAST...*

WATCH YOUR

...THE BETTER OFF HE'LL BE.

...NOW DON'T GET ME *WRONG--*

--THE SHOE BUSINESS CAN BE A TOUGH NUT... A *REAL* TOUGH NUT--

--BUT I BUSTED MY HUMP AND BUILT MY CHAIN UP INTO SOMETHING SPECIAL.

Y'COME INTO ONE OF *CLIFFORD GROSS'S* STORES, WE TREAT YOU RIGHT. THAT'S THE KEY TO *SUCCESS*, I'LL TELL YA--TREAT THE CUSTOMER WITH RESPECT.

TREAT 'EM WITH RESPECT... THEY'LL KEEP COMING *BACK.*

THAT'S THE WAY I RAISED MY *KIDS*, Y'KNOW? DID I TELL YOU I'VE GOT TWO BEAUTIFUL KIDS... AND A WIFE WHO--

LOOK--

--I'M TIRED... AND I'M IN A *REALLY* BAD MOOD--

--SO DO ME A FAVOR AND *SHUT UP* ABOUT YOUR STUPID #@&* LIFE, *OKAY*?

HEY... AH... *SORRY.*

JUST TRYING T'BE *FRIENDLY*, Y'KNOW.

SORRY.

*HE SLUMPS DOWN IN HIS SEAT AND CLOSES HIS EYES-- CURSING HIMSELF FOR BEING SO UNFORGIVABLY **RUDE**; ALMOST TURNS TO THE MAN AND APOLOGIZES-- BUT HE FIGHTS THE **IMPULSE**.*

IT'S PARKER WHO WANTS TO APOLOGIZE, NOT ME, *HE REALIZES*. SWEET, CONSIDERATE, EVER-SO-DECENT PETER PARKER.

WELL I'M NOT HIM. AND I DON'T HAVE TO PLAY BY HIS *RULES*. NOW...

...OR EVER...

...AGAIN...

GET *UP*, YOU MISERABLE COWARD!

GET UP AND FIGHT LIKE A *MAN!*

ARE YOU CRAZY? *LET* HIM SIT THERE DOING NOTHING! THE LESS *HE* DOES... THE MORE *WE* CAN GET *AWAY* WITH!

THAT'S RIGHT.

DEATH AND DESTRUCTION ...MURDER AND MAYHEM!

CAN YOU REALLY *DO* IT, SPIDER-MAN? CAN YOU WALK AWAY...AND NEVER LOOK BACK?

NO!

I CAN'T *LET* YOU!

I CAN'T TURN MY BACK WHILE INNOCENT PEOPLE *SUFFER!*

AS LONG AS I HAVE THIS POWER, IT'S *MY RESPONSIBILITY* TO SEE THAT YOU AND YOUR KIND ARE *STOPPED!* THAT--

WAIT A MINUTE! *WAIT* A MINUTE!

WHAT'RE YOU GUYS... *NUTS?* WHY'RE YOU WASTING YOUR *TIME* WITH THIS LOSER? THIS ISN'T A MAN--

--IT'S A PIECE OF *CLAY* I SHAPED... A *MARIONETTE* I CARVED!

THIS ISN'T SPIDER-MAN--

--THIS IS *PINOCCHIO!*

TAKE A LOOK AT WHAT'S UNDERNEATH THE *MASK!*

JACKAL ...NO... PLEASE--

LOOKS LIKE A HUMAN BEING, DOESN'T IT? EVEN *SOUNDS* LIKE ONE... WITH ALL THAT TALK ABOUT POWER AND RESPONSIBILITY!

BUT Y'KNOW WHAT HE *REALLY* IS?

...PLEASE...

A FACELESS *ZERO.* AN ABSOLUTE *NOTHING.* A FAILED EXPERIMENT--

"--WITH AS MUCH VALUE AS A *LAB RAT.*"

NO... THAT'S NOT *TRUE!*

I'M A *MAN!*

UNCLE BEN... AUNT MAY... *TELL* THEM!

PLEASE!

TELL--

--*THEM...?!*

HE DOESN'T NEED THE SCREAMING OF HIS SPIDER-SENSE TO WARN HIM THAT SOMETHING'S WRONG.

THE SCREAMING OF THE PASSENGERS MAKES IT CLEAR ENOUGH.

HE REALIZES QUICKLY THAT THE BUS HAS BLOWN A TIRE...

...CAREENING ACROSS THE RAIN-SLICKED HIGHWAY, SKIDDING INTO THE ONCOMING LANE.

IN SECONDS, THEY MIGHT ALL BE DEAD.

BUT SPIDER-MAN HAS SAVED LIVES IN LESS TIME THAN THAT.

SO WHY DOES HE SIT THERE, PARALYZED, UNABLE TO ACT...

...STUDYING THE NAKED PANIC IN THE DRIVER'S EYES AS HE TRIES TO WRESTLE THE METAL BEAST INTO SUBMISSION?

PERHAPS IT'S THE DREAM: THE JACKAL'S TAUNTS AND UGLY TRUTHS STILL BURNING IN HIS BRAIN.

OR PERHAPS THIS MAN IS SO TIRED, SO UTTERLY BROKEN--

--THAT HE SIMPLY DOESN'T CARE ANY MORE.

YES, SPIDER-MAN WOULD ACT... AND ACT QUICKLY.

BUT HIS CLONE WOULD RATHER SEE THE NIGHTMARE END...

...HERE AND NOW.

TO BE CONCLUDED --IN SPECTACULAR SPIDER-MAN #223!

MARVEL COMICS

THE SPECTACULAR SPIDER-MAN™

$2.50 US
$3.40 CAN
223
APR

APPROVED BY THE COMICS CODE AUTHORITY

Stan Lee Presents:

AFTERSHOCKS PART II

"SCHEMES & DREAMS: FOR FUTURE SCREAMS"

A TALE OF TERROR AND TRIUMPH BY...

TOM DeFALCO - WRITER
SAL BUSCEMA - PENCIL BREAKDOWNS
BILL SIENKIEWICZ - FINISHED ART
ROBINS & KROL - LETTERERS
JOHN KALISZ - COLORIST
ERIC FEIN - EDITOR
DANNY FINGEROTH - GROUP EDITOR
BOB BUDIANSKY - EDITOR-IN-CHIEF

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

THINK I'M READY FOR *NETWORK TELEVISION, DOCTOR KAFKA?*

I MAY NOT BE AS *CUDDLY* AS THAT PURPLE DINOSAUR, BUT I'LL CERTAINLY *MURDER* THE COMPETITION!

YOU'RE NOT NEARLY AS *AMUSING* AS YOU THINK, *PROFESSOR WARREN.*

YOUR JUVENILE ATTEMPTS AT HUMOR ARE ONLY *WASTING* VALUABLE TIME.

PLEASE *TRY* TO WORK WITH ME. I SINCERELY WANT TO HELP YOU!

I SMELL A FAINT HINT OF *ONIONS* ON YOUR BREATH, *COLONEL JAMESON.*

DID YOU HAVE *HAMBURGER* FOR LUNCH?

YOU ARE THE ONE WHO IS IN *TOTAL DENIAL*, MY DEAR. ANY BASIS YOU HAVE FOR DETERMINING SANITY WILL SOON BE *MOOT...*

ONCE I HAVE *GENETICALLY RE-ENGINEERED* THE ENTIRE HUMAN RACE!

PAY ATTENTION TO THE *DOCTOR*, WISE GUY!

THAT WON'T BE NECESSARY. WE'RE FINISHED FOR TODAY.

ENJOY YOUR *MEALS* WHILE YOU STILL CAN, MEATHEAD!

YOU'LL BE A *MAIN COURSE* WHEN I CONTROL THE *GENETIC MATRIX!*

I APOLOGIZE FOR SPEAKING OUT OF TURN, DOCTOR. I KNOW I SHOULDN'T LET *WARREN* GET TO ME, BUT HE IS SUCH A...A...

A SERIOUSLY DISTURBED INDIVIDUAL!

THAT'S PRECISELY WHY HE WAS SENT TO *RAVENCROFT*.

MY JOB IS TO TREAT HIM, COLONEL.

YOURS IS TO PROVIDE *SECURITY* FOR THIS INSTITUTION AND ITS STAFF.

YOUR POINT IS WELL TAKEN. I'LL TRY TO WATCH MY TONGUE IN THE FUTURE.

HOWEVER, IN REGARDS TO SECURITY, I'D LIKE TO POINT OUT THE RECENT CHANGES IN *FRANCES BARRISON*...

THE LADY THE NEWSPAPERS CALL *SHRIEK!*

YES...I'VE BEEN PAYING PARTICULAR ATTENTION TO HER EVER SINCE SHE ABSORBED THE *CARRION VIRUS!**

IN HER OWN SAD WAY, SHE IS *WAITING* ...PREPARING FOR THE DAY THE *DISEASE* MANIFESTS ITSELF.

*SEE *AMAZING #393* FOR DETAILS.-- ERIC

WEIRD!

YOU MEAN SHE'S ACTUALLY TREATING THAT *DEADLY VIRUS*...AS IF IT WERE A *CHILD* GROWING WITHIN HER.

HOW'S SHE GOING TO *REACT* WHEN SHE FINALLY LEARNS THE TRUTH?!

SHE WILL NEED *HELP*.

VERY SERIOUS HELP!

I'M ONLY TRYING TO HELP YOU, MRS. PARKER.

SO YOU'VE SAID...

I JUST DON'T SEE HOW THAT'S POSSIBLE...uh... BEN.

BEN IS WHAT YOU CALL YOURSELF, ISN'T IT?

RIGHT! BEN...

BEN REILLY!

ALTHOUGH THE DAILY BUGLE STUCK THAT STUPID "SCARLET SPIDER" LABEL ON ME.

YOU'D THINK THAT RAG WOULD AT LEAST GET THE COLOR OF MY CHEST SYMBOL RIGHT!

COUNT YOUR BLESSINGS...

THEY MIGHT HAVE CALLED YOU THE "BLACK BUG"!

I GUESS...

I...uh...I'M SORRY. I'M BLATHERING ON ABOUT MEANINGLESS GARBAGE WHILE YOUR HUSBAND IS IN JAIL AND YOU HAVE A BABY ON THE WAY.

HOW DID YOU KNOW I WAS PREGNANT?

PETER LET IT SLIP.

LISTEN, BEN, I'LL FREELY ADMIT THAT I DON'T KNOW THE PROPER ETIQUETTE HERE. I'VE NEVER BEFORE RUN INTO A CLONE OF MY HUSBAND.

AT LEAST NOT TO MY KNOWLEDGE.

I'D PREFER YOU KEPT YOUR MASK ON...

I CAN'T BEAR LOOKING AT ANOTHER MAN WEARING MY PETER'S FACE!

I'LL DO WHATEVER YOU SAY, MRS. PARKER.

I JUST WANT YOU TO TRUST ME!

YOU HAVE TO TRUST SOMEONE, PETE!

LOOK, I KNOW YOU'RE STILL TRYING TO DEAL WITH YOUR AUNT'S DEATH. IT'S GOING TO TAKE TIME. YOU TWO WERE VERY CLOSE.

BUT YOU'VE BEEN INDICTED FOR MURDER!

WHOEVER THIS DETECTIVE RAVEN IS, HE'S BUILT A STRONG CASE AGAINST YOU. LIKE YOU'RE SOME KIND OF SERIAL KILLER!

HE'S EVEN GOT EYE-WITNESSES AND FINGERPRINTS!

FINGERPRINTS, FOR GOD'S SAKE!

Robbie's words stab through the speaker, ripping into my gut like a hail of serrated daggers!

I'd love to open up to him... to spit out the dry and bitter truth!

How can I tell him those fingerprints aren't mine?

How could he believe they belong to a clone... a genetic duplicate who possesses all the powers of Spider-Man?!

The police can't stop him.

Only I can...

But I'm here...

Behind bars!

I'VE ALWAYS PLAYED STRAIGHT WITH YOU, PETE. I WANT TO USE THE DAILY BUGLE TO TELL YOUR SIDE OF THE STORY!

WILL YOU TALK TO ME? WILL YOU PLEASE LET ME HELP?!

I...

CAN'T!

WE'LL GET THAT PSYCHO--!

HOSPITAL

TRUST ME, RAVEN...

WE GOT AN APB OUT ON THE MUTT WHO ATTACKED YOU.

WE'LL FIND HIM. I SWEAR WE WILL!

I'VE BEEN SINGING THAT SAME TUNE FOR YEARS, TREVANE ...

AND I STILL BLEW THE BIG FINISH!

WHAT DO YOU MEAN? WHAT IS IT?

WE PUT THE WRONG MAN BEHIND BARS!

PARKER IS INNOCENT. HE'S NOT OUR SERIAL KILLER!

YOU CAN'T BE SERIOUS--! WE'VE GOT HIM NAILED! THE JURY'LL CONVICT HIM ON THE FINGERPRINTS ALONE!

YOU'RE KIDDING ME... RIGHT?!

DOES THIS LOOK LIKE I'M KIDDING?!

DAILY BUGLE

BUGLE PHOTOGRAPHER ARRESTED

WHAT THE--?!

THIS PETER PARKER CHARACTER...

THE SUSPECTED SERIAL KILLER...

HE...HE LOOKS JUST LIKE ME!

I'M CERTAIN I'VE HEARD THAT NAME BEFORE...BUT WHERE?!?

WHERE?!?

BARELY TWENTY-FOUR HOURS HAVE PASSED SINCE THIS YOUNG MAN AWOKE WITHIN A HIDDEN LABORATORY SOMEWHERE IN THE CATSKILLS...

HE HAS NO MEMORY OF HIS PAST, NOT EVEN OF HIS OWN NAME.

NOR DOES HE REALIZE THAT A SILENT STALKER OBSERVES HIS EVERY MOVE...

AND YET, HE INSTINCTIVELY KNOWS THAT HE HAS SOME UNKNOWN MISSION TO ACCOMPLISH!

A TASK OF GREAT RESPONSIBILITY!

YOU HAVE TO ACT *RESPONSIBLY*, MRS. PARKER--!

WE BOTH KNOW THAT PETER WAS BITTEN BY A *RADIOACTIVE SPIDER*! IT HAD A PERMANENT EFFECT ON HIS METABOLISM!

IT COULD ALSO AFFECT YOUR *BABY*!

A BUDDY OF MINE'S A SCIENTIST. A REAL STRAIGHT SHOOTER BY THE NAME OF *SEWARD TRAINER*.

HIS SPECIALTY'S *GENETICS*. HE COULD TEST FOR ANY... *uh*... COMPLICATIONS!

My baby--! How does he know that something could be wrong with my baby?

My doctor recently detected a minor anomaly.

He wanted to schedule additional tests.

I... I never ever told Peter!

YOU AND PETER WERE IN *COMPETITION* FOR THE SAME LIFE! WHAT DO YOU *GAIN* FROM ALL THIS?

WHY DO YOU EVEN CARE WHAT HAPPENS TO *US* OR THE *BABY*?!

WHY?!

WHY?!

WHY ARE YOU SO ANXIOUS TO HELP?

WHY is this happening?!

It isn't FAIR! I don't belong here.

Yeah, like I'm The ONLY guy behind bars who claims to be INNOCENT!

It just happens to be TRUE in my case!

Some of the murders occurred in SALT LAKE CITY!

Heck, aside from maybe a quick stopover during my book tour a few years back, I doub't, I've ever BEEN there!

It's pretty obvious that REILLY is the man Raven's been hunting!

BEN REILLY!

And, since he's my CLONE--

--Possessing my POWERS--

It's my RESPONSIBILITY to nab him!

Like these metal bars could really STOP a man with the proportionate strength of a spider!

Not in THIS lifetime!

A few quick LEAPS will easily take me across the exercise yard--

--And my SPIDER-SENSE will warn me in case a GUARD glances my way as I scurry over the wall!

The police will probably have an ALL POINTS BULLETIN out on me...

But only as PETER PARKER--

--Not SPIDER-MAN!

That's NEW! The webhead is the one who usually HIDES from the law!

I've lost track of all the times they've hounded me for crimes I didn't commit!

(Could Reilly be in the same situation?)

(Is it possible that he's also innocent?!)

NO! I can't think like that! I must concentrate on the job at hand!

Reilly and I are EQUALLY MATCHED!

We possess the SAME physical powers!

The IDENTICAL spider-like strength, speed and agility!

(Are those our only similarities?!)

(Isn't it conceivable that he also has my sense of responsibility?)

(My moral values?)

(I've met the man. He doesn't seem the type to commit murder!)

(Who does?!)

This is no time to SECOND-GUESS myself! Reilly's got to be the man the police really want!

Who else could have my finger-prints?!

Of course... he also has my FACE!

His capture would mean the END of my secret identity!

Mary Jane, our new baby and I would be swept beneath an unending tide of NOTORIETY!

We'd NEVER know a moment's peace!

Every VILLAIN I've ever fought would have a clear shot at us--

--And I can just imagine HOW the general public would react!

No one wants a COSTUMED FREAK in their community!

AUNT MAY raised me to act responsibly!

She'd want me to do the RIGHT thing!

Yeah...

The right thing!

YOU HUNGRY--?

NOT REALLY.

WHY'D YOU ASK?

JUST THINKING ABOUT THEM *BURGERS* THE CAFETERIA SERVED FOR LUNCH.

I'M GOING TO SEE IF I CAN HUSTLE UP ANOTHER ONE DURING MY BREAK.

YOU REALLY OUGHT TO CUT DOWN ON THE RED MEAT, PHIL!

HA! WHEN YOU WORK AT *RAVENCROFT*...

...*CHOLESTEROL* ISN'T EXACTLY YOUR BIGGEST HEALTH RISK!

AT LEAST THE *JACKAL* IS SLEEPING EASY TONIGHT!

I WISH OUR OTHER CHARGES WOULD *FOLLOW* HIS LEAD.

CHECK OUT *CAMERA TWO*--

"--IT LOOKS LIKE OUR OLD FRIEND, CARNAGE, IS IN A PLAYFUL MOOD!"

I AM THE ULTIMATE *INSANITY*!

I WILL *SHATTER* YOUR BONES--

--AND DRINK YOUR BLOOD!

I WOULDN'T RECOMMEND IT, MY FRIEND!

THE YEARS I SPENT MARINATING IN MY OWN SPECIAL *GENETIC SOUP* MIGHT HAVE LEFT ME A TAD *TOUGH* FOR YOUR DELICATE PALATE!

TRUST ME, THIS ESTABLISHMENT HAS MUCH *TASTIER* MORSELS!

AH, THE DOCTOR IS *OUT*...

LUCKY HER!

IT WAS CHILD'S PLAY FOR ME TO *PENETRATE* HER COMPUTER SYSTEM--

--AND PROGRAM IT WITH A *VIDEOLOOP* FOR THOSE MENTAL MIDGETS IN HER SECURITY OFFICE!

I'VE ALSO ENJOYED MY NIGHTLY ROMPS THROUGH HER *CONFIDENTIAL FILES* IN AN EFFORT TO LEARN PRECISELY *WHY* A FORMER ASSOCIATE OF MINE RECENTLY EVIDENCED AN INTEREST IN *RAVENCROFT!*

WELL, WELL THIS MAY BE *EXACTLY* WHAT I NEED--!

·CONFIDENTIAL·
PATIENT:
MALCOLM
MacBRIDE

FOR THE PAST SEVERAL HOURS, HE HAS WANDERED...

DESPERATELY HOPING TO STUMBLE UPON A FAMILIAR SIGHT...

SCENT...

OR SOUND...

HIS MEANDERINGS HAVE TAKEN HIM AS FAR AS THE FOREST HILLS SECTION OF QUEENS--

--AND IT IS AN OLD, RATHER DERELICT, EDIFICE WHICH UNEXPECTEDLY TRIGGERS HIS TRUANT MEMORY!

A WAREHOUSE...

SOMEHOW, HE KNOWS THIS PLACE--

--INSTINCTIVELY RECOGNIZING IT AS THE SITE OF A CRITICAL JUNCTURE!

A FATEFUL TURNING POINT WHICH HELPED DEFINE HIS ENTIRE LIFE!

CLUTCHING HIS NEWSPAPER, HE SUDDENLY REALIZES WHERE HE MUST GO--

--TO FIND THE ANSWERS HE SO HUNGRILY SEEKS!

UNFORTUNATELY, HIS ABRUPT DEPARTURE DOES NOT GO--

--UNNOTICED!

YOU'RE RIGHT...

PETER AND I *WERE* IN COMPETITION FOR THE SAME LIFE.

THAT'S *OVER!*

IT'S TAKEN ME A LONG, LONG TIME... BUT I'VE FINALLY COME TO TERMS WITH *WHO*... AND *WHAT*... I AM!

YOU SOUND SO SINCERE. I REALLY *WANT* TO BELIEVE YOU...

I DON'T BLAME YOU FOR HAVING *DOUBTS*...

IT MAKES PERFECT SENSE FOR ME TO BE *JEALOUS* OF PETER! HE'S LIVING THE IDEAL LIFE. HE HAS A *BEAUTIFUL WIFE* AND A *FAMILY* ON THE WAY.

IT'S A LIFE I CAN *NEVER* HAVE!

CLONES DON'T LIVE AS *LONG* AS REAL PEOPLE, MRS. PARKER.

I CAME WITH A *DEGENERATION FACTOR*. IT'S ONLY A MATTER OF *TIME* BEFORE IT CATCHES UP TO ME!

THAT'S *WHY* I'M SO EAGER TO HELP YOU...

AT LEAST ONE OF US DESERVES TO LIVE HAPPILY EVER AFTER!

OH, BEN, I... I'M SO *SORRY!*

THE LUCK OF THE DRAW, MRS. PARKER!

DO ME A FAVOR, AND PLEASE *STOP* CALLING ME MRS. PARKER.

MY NAME IS *MARY JANE!*

WHAT THE--?!

TROUBLE, PHIL--?

THE CAMERA SEEMS TO BE *DEAD* IN FRANCES BARRISON'S CELL!

I'M SURE IT'S NOTHING SERIOUS. JUST A COMPUTER GLITCH OR FINICKY MONITOR. STILL, I'D BETTER LOOK IN ON HER!

GOOD IDEA! AND, PHIL...

NO SIDE TRIPS TO THE CAFETERIA!

MY, MY, YOU ARE A *FEISTY* YOUNG THING!

SHRAKK

YOU RECENTLY CAME INTO POSSESSION OF *SOMETHING* WHICH RIGHTFULLY BELONGS TO *ME!*

THE *CARRION VIRUS* IS A PUNGENT LITTLE TIDBIT I WHIPPED UP A FEW YEARS AGO! I WON'T BURDEN YOU WITH SCIENTIFIC MUMBO-JUMBO...

LET'S JUST SAY IT CAUSES REAL *ORGANIC MATTER* TO INSTANTANEOUSLY SUFFER THE SAME *DEGENERATION FACTOR* AS CLONES!

I KNEW MY ASSOCIATION WITH *RAVENCROFT* WOULD EVENTUALLY PAY OFF!

LUCKY FOR YOU IT'S STILL IN ITS *INCUBATION* PERIOD.

NO! NO! I WON'T LET YOU HARM MY *BABY--!*

FUNNY, ONLY A NUTCASE LIKE YOU WOULD EQUATE A DEADLY VIRUS WITH *NEW LIFE--*

--BUT IT MAY PROVE A DECIDING FACTOR IN MY ATTEMPT TO GIVE MANKIND A *GENETIC MAKE-OVER!*

I'D LOVE TO TELL YOU THIS WON'T *HURT--*

--BUT THAT'S ONLY BECAUSE I'M AN INCURABLE LIAR!

I CAN'T BELIEVE JAMESON SAW THROUGH MY--PLOY TO GRAB A QUICK SNACK--

--WHAT WAS THAT?!

SOUNDED LIKE A MUFFLED *SCREAM!*

BUT BARRISON'S CELL WAS DESIGNED WITH HER *SHRIEKING POWERS* IN MIND, AND NO SOUND COULD POSSIBLY HAVE *PENETRATED* IT UNLESS--

SWAKK

=ARGGGH=

YOU REALLY SHOULD WATCH WHAT YOU *EAT*, MY FRIEND...

I COULD SMELL THOSE *ONIONS* A MILE AWAY!

IF YOU'VE INJURED *SHRIEK*...

IF YOU ATTEMPTED TO *HARM* HER...

I SWEAR I'LL HAVE YOU *SQUEALING* BENEATH MY CLAWS!

PROMISES! PROMISES!

I DOUBLE-DARE YOU TO LOOK ME UP...

THE NEXT TIME YOU'RE OUT!

I just don't know WHAT to think...

There's a real good chance that REILLY is as innocent as I am!

He's my CLONE, for gosh sakes!

We both started from the SAME genetic soup.

We can't possibly be THAT different!

But we've gone down divergent PATHS... and had totally dissimilar EXPERIENCES!

I've had my own share of LOW moments! I've been as GRIM and GRITTY as a costumed vigilante can get...

And yet, as close as I've come to the edge, I have never... NEVER... taken another life!

If there is even the slightest vestige of PETER PARKER within him... BEN REILLY cannot be a murderer!

HE JUST CAN'T BE!

Can He--?!

NO--!

HE CAME TO THIS CEMETERY SEEKING ANSWERS...

HE HAS FOUND ONLY HEARTACHE AND MISERY!

SEARING IMAGES GORGE HIS MIND...

BATTERING HIM TO THE POINT OF MADNESS...

...AND BEYOND!

HE RECALLS HIS AUNT MAY...

HIS UNCLE BEN...

HE FEELS THE BURNING STING OF A SPIDER...

ROUGH CONCRETE PULLING AT HIS FINGERS...

WIND RIPPING AT HIS MASK THIRTY STORIES ABOVE THE GROUND...

YES AS IMAGE BUILDS UPON IMAGE, AND MEMORY FEEDS MEMORY...

HE REMEMBERS!

HE REMEMBERS UNTIL THE WORDS ERUPT FROM HIS MOUTH LIKE A MOLTEN TORRENT--

I AM PARKER...

PETER PARKER!

MAY PARKER

SHE TAUGHT US LOVE

BEN PARKER

HE WAS LOVED

NO WONDER THAT NAME WAS SO FAMILIER EARLIER!

THE GUY THEY HAVE IN JAIL MUST BE SOME KIND OF IMPOSTOR!

OHMIGOSH...

"... ACCORDING TO THIS ARTICLE, I'M MARRIED!

"MARRIED TO MARY JANE WATSON!

"I'VE GOT TO FIND HER!

"SOMETHING TELLS ME SHE'S IN DANGER--!

"GREAT DANGER!"

BEWARE! THE MOST EXCITING, TERRIFYING, AND STARTLING SPIDER-MAN EPIC OF ALL TIME (OR, AT LEAST SINCE OUR LAST ONE!) BEGINS ONE WEEK FROM TODAY-- IN WEB OF SPIDER-MAN #124! NO TRUE WEB-LOVER WOULD DARE MISS...

"THE MARK OF KAINE!"

AND BE BACK HERE FOR THE CONCLUSION OF OUR MONTH-LONG CROSSOVER SAGA!

FIVE YEARS AGO:

ON A HIGHWAY RUNNING WEST... ON A COLD AND WINDY NIGHT... A BUS BLOWS A TIRE AND CAREENS OUT OF CONTROL --A YOUNG MAN'S LIFE CAREENING WITH IT.

THE YOUNG MAN'S NAME IS PETER PARKER. OR AT LEAST HE THOUGHT IT WAS--UNTIL HE DISCOVERED THAT EVERYTHING HE BELIEVED ABOUT HIMSELF WAS A LIE.

HE WASN'T PARKER AT ALL... BUT A GENETIC DUPLICATE: A CLONE, WITH NO TRUE EXISTENCE OF HIS OWN.

NOW HE HAS NO NAME. NO HOPE.

NO FUTURE.

STAN LEE PRESENTS:

the parker legacy. part three...

THE BEGINNING

J.M. DeMATTEIS WRITER • JOHN ROMITA, JR. PENCILS • AL MILGROM INKS • BILL OAKLEY LETTERER • PAUL BECTON COLORIST • DANNY FINGEROTH EDITOR • BOB BUDIANSKY CHIEF

THE PANIC MOUNTS AS THE BUS SKIDS ACROSS THE RAIN-SLICKED ROAD...

...AND THE CLONE IS PERHAPS THE MOST PANICKED OF ALL. NOT BECAUSE HE'S AFRAID TO DIE:

AT THIS POINT, HE FEELS, DEATH WOULD BE A WELCOME RELIEF!

I'M NOT HIM! I'M NOT SPIDER-MAN!

BUT HOW CAN HE FIGHT HIS PRO-GRAMMING?

HE'S BEEN BRED TO DECENCY... ALTRUISM... SELF-SACRIFICE.

NO, HE'S PANICKED BECAUSE A PART OF HIMSELF IS DETER-MINED TO LIVE: PLAY THE HERO, SAVE THE DAY.

BUT THAT'S PARKER'S PROGRAMMING, HIS THOUGHTS SCREAM, NOT MINE!

SO, CURSING HIMSELF, HE PREPARES TO DO WHAT HE'S DONE (NO, HE REMINDS HIMSELF, WHAT PARKER HAS DONE!) FOR YEARS.

HE'S IN THE AISLE --CALCULATING THE TIME IT WILL TAKE HIM TO LEAP THROUGH THE FRONT WINDOW AND WRESTLE THIS METAL MONSTER TO A STOP--WHEN THE DRIVER SUDDENLY REGAINS CONTROL OF THE VEHICLE...

...BRINGING IT--AND TWENTY-SEVEN RE-LIEVED PASSENGERS--TO A MIRACULOUSLY SAFE, BRAKE-SQUEALING HALT!

AWRIGHT!

WAY T'GO!

YESSS!

THAT DRIVER'S SOMETHING, HUH? AN HONEST-TO-GOD, FLESH-AND-BLOOD HERO!

GOOD, HE THINKS; LET HIM BE THE HERO. LET ANYONE BE THE HERO...

...EXCEPT ME.

HEY! WHERE'RE YOU GOING, PAL? MOTEL'S THE *OTHER* WAY.

LOOK, MISTER--

GROSS. CLIFFORD GROSS, REMEMBER?

--I TOLD YOU ON THE BUS THAT I JUST WANT TO BE LEFT *ALONE*.

HEY, C'MON, *C'MON*--THEY'RE GIVING US A FREE BED AND A FREE MEAL.

WHADDAYOU WANNA GO WANDERING AROUND THE HIGH-WAY ON A ROTTEN NIGHT LIKE *THIS* FOR, ANYWAY?

LOOK... WOULD YOU *PLEASE* JUST--

AW--

--WHY *NOT*?

...SEE, I *KNEW* IT... EVEN WHEN YOU STARTED *RAGGING* ON ME ON THE BUS... I KNEW THAT THE TWO OF US... WE'VE GOT A LOT IN *COMMON*.

THE AVELER

YOU'RE NOT IN THE SHOE BUSINESS, BY ANY CHANCE-- *ARE* YOU?

NO.

BUT YOU'RE *HURTING*, RIGHT? LIFE TURNED ON YOU AND BIT YA RIGHT ON THE *BUTT*... *DIDN'T* IT?

FOOTBALL

LOOK... YOU WANNA BUY ME A COUPLE ROUNDS OF DRINKS... *FINE*. BUT MY LIFE... IS NONE OF YOUR BUSINESS.

BESIDES... I THOUGHT YOU WERE MR. *HAPPINESS*. BEAUTIFUL WIFE. GREAT KIDS. MAKING TONS OF MONEY.

I WAS. TILL THE WIFE *LEFT* ME. TILL THE KIDS DECIDED I'M THE BIGGEST *YUTZ* ON TWO FEET.

TILL MY BUSINESS BELLIED UP AND LEFT ME FLAT *BUSTED*-- RUNNING FROM JOYCE'S *LAWYERS*.

I TALK BIG... BUT I'M JUST A WORTHLESS LITTLE *NOBODY*.

SOMETIMES I THINK... IF I JUST DIS-APPEARED FROM THE WORLD... IT'D HAVE NO IMPACT.

NO ONE'D NOTICE. NO ONE'D *CARE*.

STUPID, HUH?

NOT STUPID, LITTLE MAN... NOT STUPID... AT *ALL*.

'CAUSE YOU'RE *RIGHT*!

YOU *ARE* A NOTHING! A *SHADOW* OF A MAN!

FACELESS-- WORTHLESS--

--USE-LESS!

RAKK

SO WHY DON'T YOU JUST *DO* IT, HUH?

WHY DON'T YOU JUST #$%*!! DISAPPEAR--

--AND NEVER COME BACK?!

SMASH!

BRAAS...

OKAY, TOUGH GUY--

--YOU HAD YOUR BEERS, YOU HAD YOUR FUN--

--NOW GET THE DEVIL OUTTA MY BAR BEFORE I--

KLIK!

HA HA HA HA HA!

YOU'RE KIDDING, RIGHT?

YOU THINK YOU'RE A THREAT TO ME?

DO YOU HAVE ANY IDEA WHO I AM... WHAT I'M CAPABLE OF?!

DO YOU?!

MY WRIST! P-PLEASE--

LET GO OF MY WRIST!

WHY, HE THINKS, DID THEY HAVE TO CLONE ME FROM A MAN WHO *DOESN'T DRINK?*

WHY DID THEY HAVE TO CLONE ME FROM A MAN WHO FEELS *ASHAMED* EVERY TIME HE *HURTS* SOMEONE? EVERY TIME HE LOSES *CONTROL?*

HE DOESN'T WANT TO BE PETER. DOESN'T WANT TO REMEMBER AUNT MAY'S KINDNESS... OR UNCLE BEN'S DECENCY.

DOESN'T WANT TO TREASURE THEIR LOVE AND COMPASSION AND HUMANITY.

HE WANTS TO BE EVERYTHING THAT PETER ISN'T. WANTS TO BURY BEN, MAY... AND THE PARKER LEGACY...

...ONCE AND FOR ALL.

BY NOW, HE REALIZES, THE BARTENDER'S PROBABLY CALLED THE POLICE. BEST BET IS TO SLIP INSIDE HIS ROOM, GRAB HIS BAGS, AND HIT THE ROAD.

14

AND THEN HE FEELS THAT INFERNAL BUZZING-- SPIDER-MAN'S DANGER-SENSE-- VIBRATING THROUGH HIS BODY... SHRIEKING INSIDE HIS HEAD.

HE WHIRLS IN THE DIRECTION OF THE DANGER'S SOURCE, HOPING, ILLOGICALLY, THAT HE'LL FIND ELECTRO OR KRAVEN OR DOCTOR OCTOPUS WAITING BEHIND THE DOOR.

SOMEONE TO SPEW HIS PAIN AT.

KROKK!

FEED HIS RAGE TO.

W-WHY...? WHY'D YOU *STOP* ME?

YOU WERE THE ONE WHO TOLD ME... I WAS *WORTHLESS*. SAID I SHOULD JUST... *DISAPPEAR--!*

I WAS *WRONG!*

I WAS WRONG.

OKAY. OKAY, SO YOU *LOST* IT ALL. MAYBE THAT'S A BLESSING IN *DISGUISE*.

MAYBE THAT MEANS YOU GET TO START *OVER* AGAIN FROM SCRATCH.

BUILD SOMETHING *BETTER*.

MAYBE IT'S NOT THE *END* OF YOUR LIFE--

"--BUT THE *BEGINNING*."

...I TOOK CARE OF THE BARTENDER... PAID THE DAMAGES... SLIPPED HIM A FEW BUCKS T' KEEP HIM *HAPPY*.

YOU DIDN'T HAVE TO *DO* THAT.

THE TRAVELER

HEY... I DON'T GIVE IT T' *SOMEBODY*-- JOYCE'S *LAWYERS*'LL JUST END UP GRABBING IT.

THANKS, CLIFF.

YOU SURE YOU'RE NOT GONNA *COME*?

NAH. I GOTTA REBUILD MY BUSINESS. SEE MY KIDS. CONVINCE 'EM THE OLD MAN'S NOT AS BIG A YUTZ AS THEY *THINK* HE IS.

HOW 'BOUT *YOU*?

GOING *BACK'S* OUT OF THE QUESTION--

--BUT GOING *FORWARD*?

NOW *THAT* MIGHT JUST HAVE SOME... *POSSIBILITIES*.

YOU TAKE *CARE* OF YOURSELF, CLIFF.

HEY... HEY, WAIT A MINUTE!

YOU NEVER TOLD ME YOUR NAME!

HE SHOUTS THE REPLY WITHOUT THINKING; SURPRISED TO HEAR THE WORDS COME TUMBLING OUT OF HIS MOUTH.

KOOM!

I CAN'T HEAR YOU!

I SAID MY NAME'S BEN.

BEN REILLY.

HIS UNCLE'S FIRST NAME. HIS AUNT'S MAIDEN NAME.

BEN REILLY.

HE LIKES THE SOUND OF THAT.

The years that followed were hard.

I fell farther into the darkness before I finally clawed my way back... into the light. Before I found out who Ben Reilly truly *was*.

But, even in the worst of times, a part of me refused to let go of the ideals May and Ben passed on to me.

Man or clone... implanted memories or real ones... it didn't matter. They fed me strength. Hope. They kept me alive.

I swore on that day five long years ago that I'd *never surrender* the Parker legacy.

And I didn't. I *haven't*.

And I never will.

Midwest Coach

The End

MARVEL COMICS®

WEB OF

KAINE™

SPIDER-MAN™

$1.50 US
$2.05 CAN
124
MAY

APPROVED BY THE COMICS CODE AUTHORITY

THE MARK OF KAINE™

PART ONE OF FIVE

STEVEN -94-

STAN LEE PRESENTS: SPIDER-MAN AND THE SCARLET SPIDER

RYKER'S ISLAND PENITENTIARY

This isn't really happening.

AUNT MAY can't be dead. She CAN'T be.

79644

MARY JANE can't be alone now, carrying our unborn child. My CLONE can't be alive, back on the loose in NEW YORK.

Aunt May just can't be dead.

And I can't possibly be under ARREST...

...FOR FIRST-DEGREE MURDER.

OKAY, FOLKS, *HERE* HE IS. THE UNLUCKY NUMBER YOU'VE ALL BEEN WAITING FOR--79644--

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

"--PETER PARKER."

GET A SHOT OF THAT BABY FACE...!

DOESN'T LOOK SO SCARY TO ME!

FOCUS ON THE SECURITY-SHACKLES!

ZOOM IN ON THOSE BLANK EYES...!

SNAP

WHRR

SNAP

THIS IS CRAZY, KEN-- ABSOLUTELY NUTS--

--PETER'S NO KILLER!

SO YOU SAY, BRANT. BUT A MAN'S ONLY INNOCENT...

...UNTIL PROVEN GUILTY.

SAVE THE CYNICAL SPIN FOR YOUR BUGLE PIECE, ELLIS...

...I'M HOLDING OUT FOR THE TRUTH.

AND HERE IT COMES NOW, BETTS. EXHIBIT--

--ONE OF THE DEFENSE ATTORNEYS...

GRANT BUCKNER--?! HOW CAN PETER AFFORD...?!

SNAP

...IMMEDIATELY FOLLOWED BY THE ARRESTING OFFICER OF RECORD--

"-- CONNOR TREVANE."

NO MORE PICTURES, LADIES AND GENTLEMEN, UNTIL WE'VE CONCLUDED THE--

I MUST OBJECT, LIEUTENANT.

MY CLIENT HAS A LEGAL RIGHT TO AN OPEN TRIAL...

...AND THESE FINE JOURNALISTS ARE CONSTITUTIONALLY EMPOWERED BY A HEALTHY FREEDOM OF THE PRESS!

" HE ALWAYS LEAVES 'EM SPEECHLESS -- THAT'S FOR SURE... BUT IT WON'T LAST..."

...THE MEDIA HAS A CERTAIN LOVE/HATE RELATIONSHIP WITH GRANT BUCKNER.

THIS WAS SUPPOSED TO BE A SIMPLE PRESS CONFERENCE -- IN RESPONSE TO PUBLIC DEMAND -- BUT THE LAWYERS WANT TO TRY THIS CASE IN THE NEWS...

...BECAUSE HE KNOWS THE COURTS WILL NAIL THE PARKER KID TO THE WALL.

A TRAIL OF MARKED BODIES FROM SALT LAKE CITY TO MANHATTAN LED ME STRAIGHT TO A NEST OF DEAD HIT-MEN -- AND A SET OF FRESH FINGER-PRINTS --

"-- MAKING IT APPARENT THAT PETER PARKER IS BEN REILLY UNDER AN ALIAS.

" BUT, LORD HELP 'US BOTH..."

...I'VE SINCE COME FACE-TO-FACE WITH NEW EVIDENCE.

DETECTIVE RAVEN is staring right through me...

...what does he see?

What do they ALL see...?

An INTERSTATE SERIAL-KILLER who hid in the heart of a city--? A COLD-BLOODED ASSASSIN who murders for money...?

Even when--IF--I'm found innocent...

...PETER PARKER'S LIFE WILL NEVER BE THE SAME AGAIN.

It's-- It's--

--A MIRACLE...!

THE MARK OF KAINE

PART ONE

WALLS

SOMEWHERE IN MANHATTAN.

A MIRACLE IN THE MAKING, AT BEST, BENJAMIN...

...A LOT CAN STILL HAPPEN SO EARLY IN THE FIRST TRIMESTER.

WHAT'S THAT SUPPOSED TO MEAN, DOCTOR--? THIS IS MY BABY WE'RE TALKING ABOUT HERE...

...MY BABY.

IF THERE'S A PROBLEM WITH THE PREGNANCY...

TERRY KAVANAGH
WRITER
STEVEN BUTLER
BREAKDOWNS
RANDY EMBERLIN
FINISHES
STEVE DUTRO
LETTERER
KEVIN TINSLEY
COLORIST
ERIC FEIN
EDITOR
DANNY FINGEROTH
GROUP EDITOR
BOB BUDIANSKY
EDITOR IN CHIEF

...I NEED TO KNOW ABOUT IT NOW, DR. TRAINER.

AND REILLY INSISTED YOU WERE THE ONLY MAN ALIVE WE COULD *TRUST* TO*--

*INSPIDER-MAN #57.--ERIC

I'M CERTAINLY THE CLOSEST THING YOU'LL FIND TO AN EXPERT ON "SPIDER-MEN," MRS. PARKER...

...BUT I *WON'T* MAKE A DIAGNOSIS UNTIL ALL THE VARIABLES HAVE BEEN FACTORED.

HE'S TALKING ABOUT PETER'S *IRRADIATED BLOOD.*

WHAT IF HIS GENES WERE *SOMEHOW TAINTED* ALREADY...? WHAT IF IT'S AFFECTING THE FETUS...? WHAT IF...

NO.

NO NO NO NO NO.

I JUST WISH PETER COULD BE WITH ME FOR THIS...

...OR I COULD BE WITH HIM AT THE PRISON.

HE MUST BE AS SCARED AS I AM RIGHT NOW. BUT THIS HAD TO BE DONE AS SOON AS POSSIBLE...

...AND *BEN REILLY* WAS RIGHT HERE INSTEAD...

...FOR ALL OF US.

REILLY--

--HOW'S IT FEEL TO BE AN *UNCLE?*

THE WALLS BETWEEN THEM ARE CRUMBLING...

...A DANGEROUS GAME INDEED.

BUT HER CONDITION CONFIRMS HER FATE.

I HAVE SEEN THE FUTURE ALL TOO CLEARLY. AND MARY JANE WATSON-PARKER DIES...

...WITH CHILD.

FOREST HILLS, QUEENS.

MY OLD ROOM...

...JUST LIKE I *REMEMBER* IT.

THE BED'S STILL MADE, AND THE TROPHIES ARE ALL IN PLACE. *NOTHING'S* CHANGED SINCE THE DAY I MOVED OUT...

...EXCEPT THE LAYERS OF *DUST*.

WHAT'S *HAPPENED* WHILE I'VE BEEN GONE? HOW LONG HAVE I BEEN GONE...?

BUT THIS HOME WAS ALWAYS AUNT MAY'S *PRIDE* AND *JOY*...

...A LIVING REMINDER OF THE BEST AND WORST OF TIMES FOR *ALL* THE *PARKERS*.

I CAN'T BELIEVE SHE'S *DEAD*.

WHO DID THIS TO ME?!

RETURNING MEMORIES FEEL LIKE THEY'RE BREAKING THROUGH A WALL IN MY MIND -- PIECE BY PAINFUL PIECE --

--BUT I CAN'T LET IT DESTROY ME.

I KNOW I'M PETER PARKER. THE REAL PETER PARKER.

SPOOK!

SO WHO'S THE IMPOSTOR-- WITH MY FACE AND NAME -- THAT THE COPS ARE HOLDING FOR MURDER-ONE...

...AND WHAT HAS HE DONE TO MY LIFE?!

SEWARD TRAINER'S A TOP-NOTCH GENETICIST, A LOYAL FRIEND--A TRULY THOROUGH MAN IN ALL THINGS--

--BUT HIS BEDSIDE MANNER COULD USE SOME WORK.

SURE YOU WON'T NEED ME FOR ANY MORE TESTS, DOCTOR...?

MM-HM.

AND THERE'S NOTHING YOU CAN TELL ME YET...?

MM-MH.

BUT YOU'LL CONTACT ME AS SOON AS--

I'LL CALL YOU MYSELF, M.J. PROMISE.

SEWARD JUST GETS A LITTLE TOO FOCUSED FOR HIS OWN GOOD SOMETIMES. DOESN'T MEAN THERE'S ANYTHING TO WORRY ABOUT...

...TRUST ME.

WOULDN'T BE HERE IF I DIDN'T, REILLY...

...BELIEVE ME

IT'S LATE, M.J. LET ME TAKE YOU HOME...

I'M A BIG GIRL, PAL--

--GETTING BIGGER EVERY DAY--

--THE WALK WILL DO ME GOOD.

PETER PARKER'S A VERY LUCKY MAN.

AND WHERE DO YOU THINK YOU'RE GOING, M'BOY...?

AFTER HER, OF COURSE.

THIS CITY'S NOT SAFE AT NIGHT ANYMORE.

IT NEVER WAS, BENJAMIN.

BUT I'M NOT DONE WITH YOU JUST YET...

INCREDIBLE.

THE DAILY BUGLE

"WE'VE BEEN *PUBLISHING* PARKER'S PICTURES FOR YEARS--WORKING SIDE-BY-SIDE WITH HIM ALMOST EVERY DAY--"

--WE CAN'T JUST IGNORE HIS STORY NOW, JONAH.

AND YOU CAN'T KEEP IGNORING *ME*, EITHER.

PETER'S *TOUCHED* A LOT OF LIVES AROUND HERE SINCE HE CAME ABOARD. AS HIS FRIEND, I HAVE *NO DOUBT* HE'S INNOCENT OF THESE RIDICULOUS CHARGES...

...BUT AS *EDITOR IN CHIEF*, I HAVE A RESPONSIBILITY TO--

BURY IT, ROBBIE...

...JUST BURY IT.

GET REAL, JONAH...

...YOU TAUGHT ME BETTER THAN THAT.

--BUT YOU'RE CROSSING WAY OVER THE LINE HERE, JONAH...

I KNOW YOU'RE SECRETLY PAYING FOR PETER'S LAWYER--AND I ALSO KNOW YOU'LL DENY IT--

THIS IS MY NEWSPAPER, ROBERTSON.

MINE.

IF ANYBODY ASKS...

...SAY IT CUTS TOO CLOSE TO HOME. TELL THEM WE CAN'T BE OBJECTIVE. PLAY OUR SILENCE AS A SACRIFICE...

...THE CREATIVE SOLUTION TO AN ETHICAL DILEMMA.

AN EXCUSE NOT A SOLU--

DO IT ALREADY, ROBBIE.

THE KID'S REALLY UP AGAINST THE WALL...

It all happened so FAST -- the arrest, the arraignment --

--so SOON after Aunt May...

...died.

She really IS dead.

I was THERE with her. I held her hand, looked in her eyes...

...and let her go.

I really am ALONE now.

This nightmare is all too REAL. The smothering heat, the constant screams and moans...

...even the growing STENCH of--

FIRE!

HELP...!

HKK HKK

PLEASE...

GOD HELP ME...

HKK

SMACK

WISE UP!

SMOKING IN BED IS HAZARDOUS TO EVERY-BODY'S--

WMF

--HEALTH?!

IT'S NOT too late...

...NEVER too late.

Live and learn, pal. C'mon--LIVE and learn...

SOMETHING'S MOVIN' OVER THIS WAY, TEAM--

--WE GOT US A LIVE ONE!

FWOO

HKK HKK

A LUCKY ONE, YOU MEAN.

IF THIS BLAZE HAD SPREAD TO THE NEIGHBORING CELLS...

...WE'D BE COUNTING CORPSES FOR A WEEK.

HOW'D THAT DOOR COME OFF ITS HINGES...?

--AS IF ALL THE WALLS ARE CLOSING IN ON ME...

FEEL SO USELESS HERE--

--TRAPPED IN MY OWN HEAD--

... and I'm WORRIED about MJ.

JUST HAD TO GET OUT OF THAT LAB--CLEAR MY HEAD--

--DO SOMETHING USEFUL...

REILLY REALLY WANTS TO HELP, BUT I NEED TO BE ALONE CONSIDER THE NEXT STEP FOR MY FAMILY...

...FOR--

--PETER!

HARDLY, WOMAN.

YOU SHALL KNOW ME AS KAINE...

"...FOR AS LONG AS YOU LIVE."

PARKER'S STILL GOT A LOT TO EXPLAIN--

--HIS MYSTERIOUS DISAPPEARANCES OVER THE YEARS, HIS REPUTATION FOR BEING IN THE WRONG PLACES AT ALL THE WRONG TIMES--!

--BUT HE WAS IN CUSTODY WHEN THE KILLER FINALLY AT-TACKED ME--!

...JACOB RAVEN...

...LET'S CHAT.

STUNNER?!

DOC OCK'S LATEST AND LAST LITTLE PARTNER-IN--

IN EVERY-THING.

KRNK

HE WAS MY ONLY LOVE AND SOMEONE TOOK HIM AWAY FROM ME.

I HEAR YOU HAVE DOUBTS ABOUT PARKER.

SO DO I. WHAT DO YOU SAY YOU AND ME FIND THE REAL KILLER--

"--TOGETHER."

ST-STAY AWAY FROM ME--!

KEEP YOUR VOICE DOWN, FOOL...

...IF YOU VALUE YOUR LIFE.

I BEAR WARNING, MARY JANE WATSON-PARKER...

...YOUR END IS NEARER THAN YOU KNOW.

STOP--

--SAYING THAT.

SPLOOSH

NOOO!

--BUT YOU CAN'T HIDE...

HE'S CLOSING IN ALREADY! WHAT DOES THIS LUNATIC WANT WITH ME...?

WHY DIDN'T I LET REILLY TAKE ME HOME...?

WHERE'S PETER WHEN I REALLY NEED--

YOU CAN RUN, PARKER--

--HIM...?

MARY JANE?

MARY JANE WATSON--?!

HELP ME...

NEXT:

"THE MARK OF KAINE" CONTINUES IN AMAZING SPIDER MAN #401! AND THE PAST COMES BACK TO HAUNT PETER PARKER IN WEB #125!

MARVEL COMICS

THE AMAZING SPIDER-MAN®

©1994 MARVEL ENT GROUP, INC.

$1.50 US
$2.05 CAN/UK £1.25
401
MAY
02457
APPROVED BY THE COMICS CODE AUTHORITY

THE MARK OF KAINE

PART TWO OF FIVE

BAGS & MAHLSTEDT

PETER PARKER: FUGITIVE!™

CONTINUING THE EPIC SAGA BEGUN IN WEB OF SPIDER-MAN #124!

MARY JANE!

...

PETER...?!

BEN...?

MARY JANE... YOU'VE GOT TO **LISTEN** TO ME! I... I **AM** PETER... BUT NOT THE PETER YOU **MARRIED!**

THAT MAN... IS A **FRAUD!** HE STOLE MY LIFE... STOLE **EVERYTHING**-- WHILE I WAS LOCKED AWAY FOR **FIVE LONG YEARS!**

DO YOU UNDERSTAND WHAT I'M **SAYING?**

I'M THE **REAL** PETER PARKER!

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

THIS COULD BE HER HUSBAND... SOMEHOW ESCAPED FROM JAIL, MIND FINALLY COLLAPSING FROM THE PRESSURES OF THIS NIGHTMARE-YEAR.

...IT DOESN'T MATTER.

PETER... BEN... WHOEVER YOU ARE! YOU CAN'T DO THIS TO ME!

NOT NOW!

HE'S AFTER ME, DO YOU UNDERSTAND? HE'S AFTER ME!

WHO? WHO'S AFTER--

THE NAME, IMPOSTOR--

OR IT COULD BE PETER'S CLONE... BEN REILLY... PLAYING SOME KIND OF MIND-GAME SHE CAN'T BEGIN TO UNDERSTAND. THE SAD TRUTH IS, AT THIS MOMENT...

--IS KAINE.

STEP AWAY FROM HIM, MARY JANE. THAT'S NOT YOUR HUSBAND. PETER'S STILL IN PRISON.

AND HE'S NOT BEN REILLY, EITHER. REILLY'S WITH SEWARD TRAINER.

YOU'RE LYING! YOU'RE JUST TRYING TO--

THIS... MAN CRAWLED OUT OF A POD... IN THE WRECKAGE OF THE JACKAL'S LABORATORY. HE'S ANOTHER ONE OF WARREN'S CLONES.

IF THERE'S A THREAT HERE--

--HE'S IT.

DON'T TRUST HIM! DON'T LISTEN TO HIM!

I SWEAR TO YOU... I SWEAR TO GOD--

--I AM PETER PARKER!

YOU'VE GOT TO BELIEVE ME!

IF... IF YOU ARE PETER... THEN PROVE IT!

HELP ME! PROTECT ME!

I ALWAYS HAVE, MARY JANE.

AND I ALWAYS WILL!

THA-

WHAM!

BOK!
KAAK!
SHE-RAK!!

PATHETIC. . .

THE GENE POOL MUST HAVE BEEN *THINNING OUT* WHEN WARREN HATCHED YOU.

BUT NOT FOR LONG.

HE COMES TO, CURSING HIMSELF FOR BEING SO SLOPPY.

FIVE YEARS LOCKED AWAY IN THAT POD AND HIS *REFLEXES* ARE SLOW... HIS *COORDINATION* IS OFF.

FIVE YEARS! HE STILL CAN'T *BELIEVE* IT!

FIVE YEARS STOLEN FROM HIM WHILE SOME FRAUD INSINUATED HIMSELF INTO PETER PARKER'S LIFE.

BUT I SUPPOSE YOU'VE SERVED A *PURPOSE*. YOU *DISTRACTED* ME LONG ENOUGH--

--FOR MARY JANE TO GET AWAY.

FIVE YEARS DURING WHICH THE WORLD HAS CHANGED FAR TOO MUCH, DURING WHICH HE'S LOST MORE THAN ANY MAN SHOULD EVER HAVE TO.

AUNT MAY IS DEAD! HE CAN'T *BELIEVE* IT! THE ENORMITY OF THAT THOUGHT IS ALMOST TOO MUCH FOR HIS MIND TO CONTAIN. SO HE PUSHES IT, PUSHES HIS IMMEASURABLE GRIEF, AWAY...

...AND FIXES HIS GAZE ON THE *NOW*. ON MARY JANE.

IF ANYONE CAN FIND HER, SAVE HER, HE THINKS, IT'S ME.

THE ONE... THE TRUE...

...THE ONLY...

SPIDERMAN

STAN LEE PRESENTS:

The MARK OF KAINE ~PART TWO~

DOWN IN THE DARKNESS

J. M. DEMATTEIS — WRITER
MARK BAGLEY — PENCILER
LARRY MAHLSTEDT — INKER
BOB SHAREN — COLORIST
BILL OAKLEY — LETTERER
WOLF PACK with SALVADOR MANCHA — INTERIOR COLOR
DANNY FINGEROTH — EDITOR
BOB BUDIANSKY — GENETIC MANIPULATION

RYKER'S ISLAND.

HIS "PARENTS" DIE, HIS CLONE RETURNS. HE FACES DEATH THEN CHEATS IT. LOSES AUNT MAY. GAINS AN UNBORN CHILD.

AND NOW THIS INSANE MURDER CHARGE!

A LESSER MAN WOULD HAVE CRUMBLED UNDER THE STRAIN--BUT NOT PETER PARKER.

HE'S BEEN TO THE EDGE OF THE ABYSS, FOUGHT HIS WAY BACK... AND HE'S NOT MAKING THAT JOURNEY AGAIN.

HIS AUNT LEFT HIM WITH AN EXTRAORDINARY LEGACY. AN EXTRA-ORDINARY GIFT: HER BLESSINGS ON HIS LIFE AS SPIDER-MAN.

SITTING HERE IN THIS COLD CELL, HE REALIZES THAT DESPITE THE TUMULT OF THE PAST YEAR--OR PERHAPS BECAUSE OF IT--HE'S NEVER HAD SO MUCH HOPE.

THAT, COMBINED WITH THE PROMISE OF NEW LIFE GROWING INSIDE MARY JANE, FILLS HIM WITH A SENSE OF APPRECIATIVE AWE... AND A DETERMINATION TO NOT JUST SURVIVE...

...BUT TRIUMPH.

HE BELIEVES, TO THE BOTTOM OF HIS SOUL, THAT HIS NAME WILL BE CLEARED. THAT HE AND MARY JANE WILL FINALLY HAVE THE "HAPPILY EVER AFTER" THAT THEY...

...DESERVE.

--FROM TRAVELLER.

I BRING YOU A MESSAGE--

CHAKRA--?

YOUR WIFE IS IN DANGER. PURSUED BY A MAD-MAN--

--NAMED KAINE.

HOW DO YOU KNOW? WHY ARE YOU TELLING ME ABOU--

MY ONLY INSTRUCTIONS WERE TO BRING YOU TRAVELLER'S MESSAGE. I HAVE DONE THAT.

YOUR QUESTIONS WILL HAVE TO GO UN-ANSWERED--

--AT LEAST FOR NOW...

MARY JANE...?

MARY JANE...?

SLOW DOWN, I CAN'T--

KAINE? YOU'D BETTER STAY RIGHT WHERE--

SEWARD TRAINER'S LABORATORY.

WHAT?! ANOTHER ONE?!

TELL ME WHERE YOU ARE AND I'LL--

MARY JANE...?

NO, MARY JANE! DON'T HANG--

KLAKK!

NO MORE, SHE DECIDES.

I'VE DEPENDED ON MEN IN MASKS TO COME AND SAVE ME ONE TOO MANY TIMES.

...AND THIS IS WHERE I MAKE MY STAND.

FIGHT BACK.

I'VE BEEN BRUTALIZED AND VICTIMIZED AGAIN AND AGAIN BY THE KAINES OF THIS WORLD...

TAKE CONTROL.

HE HATES HIMSELF FOR DOING THIS...

...BUT IF CHAKRA WAS TELLING THE TRUTH-- WHAT CHOICE DOES HE HAVE?

HE CAN'T JUST SIT IN JAIL DOING NOTHING--WHEN HIS WIFE'S LIFE IS ON THE LINE.

D-BLOCK

NOT JUST MY WIFE, HE REMINDS HIMSELF. MY CHILD!

AND IF CHAKRA LIED? IF THIS IS-- AND THE POSSIBILITY IS VERY STRONG -- ANOTHER OF JUDAS TRAVELLER'S MANIPULATIONS AND MIND GAMES?

THEN HE WILL HAVE BROUGHT PETER PARKER'S LIFE CRASHING DOWN IN FLAMES.

"PARKER DID IT," THE WORLD WILL SAY. "AND HE RAN LIKE A COWARD."

FIVE TIMES HE ALMOST TURNS BACK, READY TO SKITTER UP WALLS, THROUGH SHADOWS; READY TO SLIP SURREPTITIOUSLY BACK INTO HIS CELL.

HE KNOWS THAT AN ESCAPE LIKE THIS CAN ONLY BE SEEN AS AN ADMISSION OF GUILT.

FIVE TIMES HE PUSHES ONWARD.

I'D RATHER RISK DESTROYING MYSELF, HE DECIDES...

...THAN RISK LOSING THEM.

THERE'S A THIN LINE BETWEEN A BRAVE MAN AND A FOOL--

--AND I BELIEVE YOU'VE JUST CROSSED IT!

TRAVELLER!

DIVE INTO THAT WATER... AND ALL YOUR HOPES FOR THE FUTURE WILL SINK-- AND VANISH FROM SIGHT.

WHAT DO YOU CARE?!

IF THERE'S ANYTHING I LEARNED ABOUT YOU LAST TIME... IT'S THAT PEOPLE DON'T MATTER TO YOU! WE'RE JUST CHESS PIECES FOR YOU TO MOVE AROUND!

LAB RATS FOR YOU TO EXPERIMENT ON!

PERHAPS I DON'T CARE. OR PERHAPS I CARE... MORE THAN YOU COULD EVER IMAGINE. WHATEVER THE CASE, I HAVE COME TO ASSURE YOU THAT MY HERALD'S WARNING... WAS TRUE.

AND TO OFFER YOU... A BETTER WAY.

"AT THIS MOMENT, PETER PARKER ...OR AT LEAST THE *ILLUSION* OF PETER PARKER... IS IN HIS CELL. AND HE WILL *REMAIN* THERE...

"...UNTIL YOUR TASK IS COMPLETE."

"I DON'T *UNDERSTAND!* WHY ARE YOU *HELPING* ME? IT DOESN'T MAKE ANY--"

"CONTINUE TO *QUESTION* ME... AND MY HELP--"

--WILL BE WITH-DRAWN.

CHAKRA?

SAY THE WORD, PETER PARKER-- AND I CARRY YOU *AWAY* FROM THIS PLACE--

--ON THE CURRENTS OF THE *ASTRAL* SEA.

PARKER...?

DO IT!

--DONE.

KRA-KOOOM!

IT'S--

THIS ONE *FASCINATES* YOU, JUDAS.

THEY *BOTH* DO.

REFLECTIONS OF *YOURSELF*, PERHAPS? OF THE WAR WITHIN *YOUR OWN* SOUL?

I *KNOW* YOU, JUDAS-- AS FEW OTHERS DO, AND--

YOU ARE MY CONFIDANT, *SCRIER*... AND YOU ARE MY *FRIEND*. BUT FOR ALL THE CENTURIES WE HAVE WALKED TOGETHER--

--YOU DON'T KNOW ME AT ALL.

ONE SUCH AS YOU CAN NEVER TRULY KNOW--

--TRAVELLER.

SHE THINKS ABOUT ALL THE HARDSHIPS SHE'S ENDURED SINCE SHE AND PETER WERE MARRIED.

ALL THE INVASIONS OF THEIR PERSONAL LIVES BY THE VENOMS AND VULTURES AND GOBLINS.

ALL THE TIMES THEY'VE BOTH BEEN VICTIMIZED AND VIOLATED.

AND SOMEHOW, SHE STILL CAN'T JUSTIFY OWNING THE GUN.

WHEN SHE BOUGHT IT, SHE WAS SO ASHAMED SHE COULDN'T EVEN TELL PETER.

KREEEEK!!

...COME...?

WHO'S THERE?

SNUCK HOME LIKE A THIEF... HID IT AWAY... PRAYING THE DAY WOULD NEVER COME WHEN SHE'D HAVE TO USE IT.

HAS THAT DAY, SHE WONDERS, SADDENED AND SICKENED, FINALLY...

PETER...?

YES, MARY JANE. IT'S ME.

YOU SHOULD KNOW BY NOW--

--THAT NOTHING IN THE WORLD CAN KEEP *US* APART.

YOUR MASK.

TAKE IT *OFF.*

RELAX. I'M *HERE* NOW.

AND FROM THAT *IMPOSTER* WHO STOLE MY LIFE.

Y-YOU'RE *NOT* PETER--

I'LL PROTECT YOU FROM KAINE.

--YOU'RE THE OTHER ONE!

DON'T TAKE ANOTHER STEP... I'M WARNING YOU... OR I SWEAR--

--I'LL SHOOT!

I KNOW HOW SCARED YOU ARE... I CAN FEEL IT--

--BUT I ALSO KNOW THAT, DEEP IN YOUR HEART--

--A PART OF YOU KNOWS THAT WHAT I'M TELLING YOU IS THE TRUTH.

LISTEN TO YOUR HEART, MARY JANE.

TRUST WHAT IT'S TELLING--

BLAM!

--YOU...?

OH, MY GOD.

OH, MY GOD!

SWAK!

DO YOU SEE?

DANGER-- EVERYWHERE YOU TURN.

TIME TO COME WITH ME, MARY JANE.

NO!

BLAM!

YES.

HE TURNS TO THE MAN ON THE FLOOR, DETERMINED TO DEAL WITH HIM AS HE'S DEALT WITH OCTOPUS, GRIM HUNTER, AND THE OTHERS:

ONE TOUCH OF KAINE'S HAND, AND THIS PETER PARKER WILL MEET WITH AN AGONIZING--BUT MERCIFULLY SWIFT--DEATH.

THEN HE HEARS THE SKYLIGHT OPENING. A FAMILIAR TREAD ON THE FLOOR ABOVE...

...AND HE REALIZES THAT DEATH WILL HAVE TO WAIT.

THE WOMAN IS HIS TOP PRIORITY.

THE TIME HAS COME TO CARRY HER DOWN INTO HIS WORLD.

OUT OF THE LIGHT...

...AND INTO THE DARKNESS.

W-WHERE AM I...?

I SUPPOSE YOU COULD CALL IT A... PURGATORY OF SORTS. WHERE LOST SOULS HIDE FROM BOTH HELL AND HEAVEN.

OR YOU COULD SIMPLY CALL IT... HOME.

I SUGGEST YOU GET COMFORTABLE WITH YOUR SURROUNDINGS, MARY JANE. BECAUSE THERE'S A GOOD CHANCE YOU'RE GOING TO BE HERE--

"--FOR A VERY LONG TIME."

PETER...?

WHAT ARE YOU DOING HERE? WHAT HAPPENED TO YOU?

AND WHERE'S MARY JANE?

THAT'S WHAT I'D LIKE TO KNOW!

OH, NO.

WHY DO I HAVE THE FEELING THAT THINGS HAVE JUST GOTTEN--

--EXTREMELY COMPLICATED?!

AND THE COMPLICATIONS MULTIPLY AS "THE MARK OF KAINE" CONTINUES IN ONE WEEK... IN THE PAGES OF SPIDER-MAN #58!!

MARVEL COMICS®

$1.95 US
$2.65 CAN/UK £1.25
58
MAY
CC 01321

APPROVED BY THE COMICS CODE
AUTHORITY

SPIDER-MAN®

THE MARK OF
KAINE™
PART THREE OF FIVE

Todd McFarlane

Stan Lee presents

THE NIGHTMARE CONTINUES FOR PETER PARKER.

WITH THE HELP OF THE MYSTERIOUS **JUDAS TRAVELLER**, HE HAS ESCAPED FROM PRISON, WHERE HE WAS BEING HELD FOR A CRIME HE DID NOT COMMIT.

TRAVELLER'S MESSAGE TO PETER WAS THAT **MARY JANE** WAS IN **DANGER**.

NOW, AS HE ARRIVES AT HIS AND MARY JANE'S HOME, HE FINDS NOT ONLY THE **SCARLET SPIDER**, BUT ANOTHER INDIVIDUAL IN A SPIDER-MAN COSTUME.

AND NO MARY JANE.

WHERE IS MY **WIFE?!**

THE MARK OF KAINE

PART THREE OF FIVE

SPIDER, SPIDER WHO'S GOT THE SPIDER?

HOWARD **MACKIE**
& TOM STORY
LYLE & ART
INKS SCOTT **HANNA**
RICHARD STARKINGS
AND **COMICRAFT** LETTERING
KEVIN **TINSLEY** COLORS
EDITS DANNY **FINGEROTH**
CHIEF BOB **BUDIANSKY**

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

DON'T PUSH IT.

IT'S OVER! ALL THE LIES, THE... THE DECEIT... EVERY-THING!

I'M BACK NOW... THIS IS MY LIFE... MY HOME... MY WIFE!

NOW GET OUT AND LEAVE US ALONE-- BOTH OF YOU!

MY NAME IS PETER PARKER AND I'M ONLY GOING TO ASK YOU ONE MORE TIME...

...WHERE IS MARY JANE?

NO... DON'T SAY THAT... YOU'RE NOT PETER...

YOU'RE NOT ME!

I'M NOT GOING TO LET YOU TAKE IT ALL FROM ME! NOT AGAIN!

I WANT TO KNOW WHAT YOU DID WITH MY WIFE!

STOP!

PETER, YOU TWO FIGHTING ISN'T GOING TO HELP THE SITUATION... IT ISN'T GOING TO HELP US FIND MARY JANE.

YOU *ARE* PETER... AREN'T YOU?

WONDERFUL. THE ONLY ONE I'M SURE ISN'T PETER IS *ME!*

BEN, TRAVELLER SHOWED UP IN MY PRISON CELL AND TOLD ME MARY JANE WAS IN DANGER FROM *KAINE!*

KAINE!

TELL ME! TELL ME *NOW!*

WHAT HAPPENED HERE?

SOMEONE HIT ME FROM BEHIND. I NEVER SAW HIM, BUT I DON'T WANT EITHER OF YOU NEAR HER. I'LL SAVE HER... I'LL...

HE'S PASSED OUT. OBVIOUSLY TOOK A BAD BLOW TO THE HEAD.

GOOD.

NOW HE'LL STAY OUT OF MY WAY.

PETER, WHAT ARE YOU DOING?

I'M GOING AFTER MY WIFE AND KAINE.

AND THESE REMNANTS OF MY BLACK SUIT ARE ALL THE SPIDEY GEAR I HAVE LEFT NOW.

YOU CAN'T DO IT ALONE.

DON'T BET ON IT.

WHAT ABOUT *HIM*?

YOU TAKE CARE OF HIM.

CLONES ARE *YOUR* SPECIALTY, NOT MINE!

THANKS FOR REMINDING ME.

OKAY, BUDDY, WHO-EVER YOU ARE! I WANT MORE...

...ANSWERS?

GREAT! WHERE'D HE GO?

MEANWHILE, IN A CAVE BENEATH MANHATTAN...

TALK TO ME.

PLEASE JUST TALK TO ME.

WHY WON'T YOU SAY SOMETHING?

I'M OUT OF HERE AND THE ONLY WAY YOU CAN STOP ME IS TO KILL ME.

DON'T BE SO QUICK TO DIE, MARY JANE.

WHAT DO YOU WANT?

WHAT DO I WANT?

I WANT... I WANT... I *WANT* ALL THAT YOUR HUSBAND HAS.

AND THERE IS ONLY *ONE* WAY I KNOW OF GETTING IT!

MEANWHILE...

COME ON, MARY JANE, WHERE *ARE* YOU?

GIVE ME THE SIGN.

WHO IS THIS KAINE GUY?

WHAT DOES HE WANT WITH YOU?

I HOPE THIS ISN'T THE EXTENT OF YOUR PLAN FOR FINDING HER!

DON'T SNEAK UP ON ME LIKE THAT!

PRETTY ANNOYING THE WAY WE DON'T TRIGGER EACH OTHER'S SPIDER-SENSE, ISN'T IT?

PETER... YOU'RE GOING TO HAVE TO TRUST ME ON THIS ONE.

I REALLY JUST WANT TO HELP YOU FIND HER.

I DON'T WANT--OR NEED--YOUR HELP.

YOU DO NEED IT... WHETHER YOU KNOW IT OR NOT.

I KNOW KAINE... I KNOW WHAT HE IS CAPABLE OF DOING.

YOU CAN'T GO UP AGAINST HIM ALONE... I WON'T LET YOU!

SO NOW... WHAT'S THE PLAN?

WE JUST SIT AND WAIT?

MARY JANE KNOWS WHAT TO DO.

SO I WAIT.

NO MATTER HOW HARD IT IS.

AT THAT MOMENT...

JUST LET ME WALK OUT OF HERE.

THIS IS STUPID.

MY HUSBAND IS GOING TO FIND ME.

SHE'S BEAUTIFUL.

HER FACE IS FLAWLESS.

PETER IS A LUCKY MAN.

I ENVY HIM.

ARE YOU LISTENING TO ME?

SPIDER-MAN WILL FIND ME!

I KNOW HE WILL.

I'VE GOT TO USE IT.

PETER MADE ME START CARRYING THIS *SPIDER-TRACER* A FEW MONTHS AGO.

PETER IS SUCH A GENTLE MAN... AND YET HE HAS SO MANY ENEMIES.

SPIDER-MAN'S ENEMIES.

HOW CAN I TRIGGER IT? PETER IS IN PRISON.

TRIGGERING IT WOULD MAKE THINGS WORSE FOR HIM... HE'D HAVE TO BREAK OUT OF JAIL... HE'S TRYING TO DO WHAT HE BELIEVES IS RIGHT.

I CAN'T DO IT. MAYBE I CAN GET OUT OF HERE ON MY OWN. MAYBE HE'LL LET ME GO.

NOOOO!

THE PAIN ...AGAIN!

I CAN SEE IT! MARY JANE...

...DEAD!

MARY JANE

THE TIME OF YOUR DEATH

IS ALMOST UPON YOU

THAT'S IT.

I'M DOING IT... FOR MYSELF... AND...

...FOR OUR BABY!

AT THAT MOMENT...

THAT'S IT!

THAT'S WHAT? YEOW! WHAT A BUZZING!

IT'S MARY JANE'S SIGNAL. A MODIFIED SPIDER-TRACER. I HAD TO MAKE IT A LITTLE MORE POWERFUL IN ORDER TO ENSURE THAT THE SIGNAL WOULD CARRY OVER LONG DISTANCES.

PRETTY SMART, PETER. NOW DO YOU WANT TO TAKE THE LEAD OR --

"OR" NOTHING!

THIS IS ABOUT MY LIFE... MY PROBLEMS... MY WIFE.

JUST STAY OUT OF IT.

I CAN'T BELIEVE I'M STILL DIZZY FROM KAINE'S PUNCH.

CAN'T LET IT STOP ME FROM FOLLOWING THESE TWO FAKES.

IT'S TIME TO RECLAIM MY LIFE AND...

"...TIME TO FIND MARY JANE."

THE WAITING IS KILLING ME.

I'M NOT GOING TO SIT AROUND AND WAIT FOR PETER TO COME TO THE RESCUE AS HE HAS SO MANY TIMES BEFORE.

IF THIS GUY WANTS ME TO STAY PUT...

...HE'S GOING TO HAVE TO *WORK* FOR IT!

SOON THE VISION WILL BECOME THE REALITY.

IT IS TORTUROUS FOR ME TO HAVE TO PLAY THESE CAT AND MOUSE GAMES WITH HER...

...HAVING SEEN WHAT I'VE SEEN. THE VISIONS OF HER BROKEN AND DYING BODY.

THE TIME HAS COME.

WHY DOES SHE HAVE TO KEEP DOING THIS?

OUTSIDE...

THIS IS IT. SHE'S DOWN THERE SOME-WHERE.

PETER! WAIT!

AT LEAST LET ME GO DOWN THERE FIRST!

NOT A CHANCE!

I SAID WAIT!

IF IT IS KAINE... AT LEAST I'VE FACED HIM BEFORE... I'M WILLING TO TAKE THE BRUNT OF WHAT HE HAS TO THROW AT US.

...HE'LL *KILL* YOU.

YOU FOCUS ON GETTING MARY JANE TO SAFETY... AS FAR AWAY FROM *HIM* AS YOU CAN.

BUT IF YOU DO HAVE TO *FIGHT* KAINE... DON'T HOLD BACK... GIVE IT EVERY-THING YOU'VE GOT, OR...

SHE'S NEARBY. I CAN FEEL IT.

ME, TOO. THE SIGNAL IS STRONGER THAN EVER -- BUT WHERE *IS* SHE?!

THERE'S NOTHING HERE!

ENOUGH ALREADY!

I WILL GET MARY JANE AND *KILL* WHOEVER TOOK HER!

YOU TWO JUST *LEAVE... US...* *ALONE!*

KRAK

A HIDDEN TUNNEL!

I WOULD HAVE THOUGHT OF THAT...

...*REALLY!*

A TUNNEL!

IF I CAN JUST GET THERE BEFORE HE --

UGPH!

IT'S OVER, MARY JANE. YOU CAN'T ESCAPE. I WON'T *LET* YOU.

THE TIME HAS COME FOR --

LET HER GO!

I SAID...

...GET AWAY FROM MY WIFE!

SPIDER-MAN?

PETER?

GET BACK!

OR DO YOU WANT TO DIE RIGHT NOW?!

WHAT IS THIS?

HOW CAN THIS BE?

THE ONLY ONE THAT'S GOING TO BE DYING AROUND HERE...

...IS YOU!

THE MYSTERIOUS STRANGER LEADS THE ATTACK AGAINST KAINE AND INSTANTLY LEARNS OF THE STRENGTH... THE RAW POWER... WHICH IS KAINE'S TO WIELD.

BUT THE BATTLE HAS ONLY BEGUN AS PETER PARKER AND BEN REILLY QUICKLY JOIN THE FRAY.

THIS IS TOO MUCH.

I DON'T KNOW WHICH ONE... IF ANY... IS REALLY PETER.

I CAN'T RISK STAYING HERE. THEY COULD ALL BE FAKES... ALL BE CLONES.

ENOUGH!

I HAVE NO TIME FOR IMPOSTERS!

YOU WANT TO TRY ME?

YES. I THINK I WILL.

YOU'RE BIG, KAINE. STRONG, TOO, BUT...

...A LITTLE ON THE SLOW SIDE.

SO, MY GUESS IS, YOU'RE GOING TO HAVE A HARD TIME DUCKING...

THIS!

YOU'D BE WRONG, BUT...

...I JUST DON'T SEE THE NEED TO DUCK!

KRAK

THAT SHOULD HAVE TAKEN YOUR *HEAD* OFF! WHO ARE YOU?

NO... THE QUESTION IS...

WHICH ONE ARE YOU?

WHAT?

ARE YOU THE *REAL* PETER PARKER -- OR ARE YOU ONE OF THE *OTHERS*?

TELL ME!

WHOMP

WHY WASTE TIME WITH *HIM*, KAINE?

IT'S ME YOU ALWAYS WANTED. IT'S *ME*... BEN! BEN REILLY!

COME ON, UGLY. DON'T TELL ME YOU DON'T REMEMBER ME!

I REMEMBER YOU. HOW COULD I FORGET?

MY MISTAKE WAS IN NOT KILLING YOU LONG AGO!

LET THEM HAMMER IT OUT.

I'VE GOT TO FIND MJ.

SHE TOOK OFF AND...

...OMIGOD! SO DID THE *OTHER* ONE!

WHAT IF ONE OF THOSE THREE REALLY IS PETER?

I CAN'T BELIEVE I JUST LEFT HIM LIKE THAT!

BUT IT'S WHAT HE'D WANT ME TO DO. FOR MYSELF AND FOR OUR CHILD.

MARY...

...YOU DON'T HAVE TO RUN ANYMORE!

IT'S ME, IT'S PETER!

I KNEW I HAD TO FIND YOU!

HAD TO... HAD TO...

YOU'RE NOT PETER.

NO. HE'S NOT.

PETER?

IT'S REALLY ME, MJ...

...PROMISE.

I KNOW YOU HATE THIS BLACK MASK, BUT IT'S ALL I COULD FIND AND...

OH, PETER, IT *IS* YOU!

HOW CAN YOU KNOW?

YOU'RE MY *HUSBAND!*

I KNOW.

NO!
NO! NO! NO!
NO!
I AM PETER PARKER!
AND NOW I'VE GOT WHO I'M AFTER! NOW I MUST--
KILL THEM! KILL THEM ALL!
WE'RE GETTING OUT OF HERE... NOW!
YOU DON'T WANT TO LEAVE SO SOON... DO YOU?
THE FUN'S ONLY BEGINNING!
MJ, JUST STAY CLOSE. I'LL--
NO! PETER -- BLOCKING THE OTHER EXIT -- IT'S *HIM!*

IT ALL ENDS HERE... AND NOW!

HE IS MINE!

THE MARK OF KAINE CONTINUES!

IN SPECTACULAR SPIDER-MAN #224. BE THERE!

MARVEL® COMICS

THE SPECTACULAR SPIDER-MAN™

$1.50 US
$2.05 CAN
224
MAY

APPROVED BY THE COMICS CODE AUTHORITY

THE MARK OF KAINE

PART FOUR OF FIVE

Joe Quesada

BROUGHT TO JUSTICE!

BEHOLD A FACE TWISTED BY EVIL!

EVIL INCARNATE!

IT SEEMS LIKE YEARS HAVE PASSED SINCE THIS YOUNG MAN AWOKE WITHIN A HIDDEN LABORATORY SOMEWHERE IN THE CATSKILLS...

YEARS SINCE HE EMERGED FROM A HIGH-TECH CAPSULE WITHOUT ANY RECOLLECTION OF WHO OR WHAT HE WAS..

YEARS SINCE HE CAME TO FINALLY BELIEVE THAT HE WAS PETER PARKER...

IN ACTUALITY, IT HAS ONLY BEEN A FEW DAYS...

BUT NOW, SOME SINISTER GENETIC TRIGGER SUDDENLY ERUPTS WITHIN HIM

NOW HIS FACE AND BODY VIOLENTLY SPASM OUT OF CONTROL...

NOW HE SUDDENLY STANDS REVEALED AS...

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

"THE ASSASSIN WITH MY FACE!"

STAN LEE PROUDLY PRESENTS THE SPECTACULAR SPIDER-MAN IN "THE MARK OF KAINE," PART 4

INSTINCTIVELY, PETER PARKER DRAWS HIS WIFE CLOSER, DELIBERATELY USING HIS OWN BODY TO SHIELD MARY JANE FROM THE HORROR WHICH STANDS BEFORE THEM.

PETER! THAT... THAT THING USED TO LOOK LIKE YOU!

WHAT IS IT?!

HE IS A WEAPON!

A KILLING MACHINE GENETICALLY ENGINEERED BY THE JACKAL FOR THE SOLE PURPOSE OF DESTROYING YOU!

THE VOICE OF THE MAN CALLED KAINE IS AS COLD, AND AS BITING, AS SERRATED STEEL!

GO! ESCAPE WHILE YOU STILL CAN!

I'LL FIND A WAY TO BEAT HIM... JUST AS I'VE BEATEN THE SCARLET SPIDER!

TOM DeFALCO WRITER | SAL BUSCEMA PENCILER | BILL SIENKIEWICZ FINISHED ART

CLEM ROBINS, letterer JOHN KALISZ, colorist

ERIC FEIN EDITOR | DANNY FINGEROTH GROUP EDITOR | BOB BUDIANSKY EDITOR-IN-CHIEF

YOU HEARD THE MAN...

RUN!

SPIDER --YOU'RE AWAKE?!

YEP! I WAS ONLY PLAYING POSSUM!

GET YOUR WIFE TO SAFETY, PARKER--

--AND I'LL PLAY HOST TO THE BROTHERS GRUESOME!

AW, YOU ALWAYS TAKE THE FUN JOBS!

I HATE THE THOUGHT OF DESERTING REILLY, BUT MY FIRST RESPONSIBILITY IS TO MARY JANE AND OUR UNBORN BABY!

AT LEAST THAT'S WHAT I'VE GOT TO KEEP TELLING MYSELF!

CONSIDERING OUR HISTORY, I'M SURPRISED YOU DIDN'T BOLT WHEN YOU HAD THE CHANCE!

YOU CANNOT DEFEAT ME, REILLY!

:URK:

YOU NEVER COULD--!

KRASPIAK

YOU ARE REALLY QUITE *HIDEOUS*, MY FRIEND!

THE JACKAL HIT A NEW DEPTH IN *DEPRAVITY* WHEN HE CREATED YOU!

YOU *DON'T* UNDERSTAND! I *WASN'T* GROWN IN ONE OF HIS LABS! I'M *NOT* A SIMPLE GENETIC TOOL!

I AM *PETER PARKER!!*

PROFESSOR WARREN DID SOMETHING TO MY *DNA*! HE *TRANSFORMED* ME INTO THIS...THIS *THING*...THIS MONSTROUS *FREAK*!

AND I WON'T BE *CURED*...UNTIL I *DESTROY* ALL HIS ENEMIES!

MY GOD--!

COULD THIS CREATURE BE TELLING THE *TRUTH*?

NO! I KNOW WHO'S THE REAL PARKER--AND HE'D *NEVER* COMMIT MASS MURDER!

NOT EVEN TO SAVE *HIMSELF*!

WOULD HE...?

GOT TO HELP *KAINE*! HE'S NOT EXACTLY ONE OF MY FAVORITE PEOPLE--

--BUT HE'S CERTAINLY *BETTER* THAN THE ALTERNATIVE!

AS COLD AND PITILESS AS A HARDTIMER'S LAUGH, THE EVENING RAIN HAMMERS AT RYKER'S ISLAND...

AS IF OBLIVIOUS TO THE GRADUALLY INCREASING STORM, JUDAS TRAVELLER STANDS UPON THE SHORE OPPOSITE THE PRISON...

HOW MUCH LONGER DO YOU INTEND TO WAIT HERE, TRAVELLER?

AS LONG AS IT TAKES, SCRIER.

PETER PARKER IS A GOOD MAN WHO HAS BEEN WRONGLY IMPRISONED FOR THE CRIMES OF ANOTHER...

I CHOSE TO AID HIM BECAUSE THE LIVES OF HIS WIFE AND UNBORN CHILD ARE AT STAKE--

--AND I DO NOT WISH TO SEE HIM DESTROY WHATEVER CHANCES HE MAY HAVE HAD FOR A DECENT LIFE BY ESCAPING PRISON!

SUCH A NOBLE RATIONALE...

IT MAY EVEN SOUND QUITE PLAUSIBLE-- TO SOMEONE WHO HAS NOT WALKED WITH YOU FOR CENTURIES!

I KNOW BETTER. I CAN ALSO HEAR THE STRAIN ALREADY CREEPING INTO YOUR VOICE...

AS POWERFUL AS YOU MAY BE, NOT EVEN YOU CAN MAINTAIN THIS ILLUSION OF PARKER SLEEPING WITHIN HIS CELL FOR AN INDEFINITE PERIOD OF TIME!

WHAT IF HE DOES NOT RETURN?

HIS SENSE OF RESPONSIBILITY IS TOO GREAT.

THE TRUE PETER PARKER WILL MAKE THE RIGHT CHOICE!

DID I MAKE A MISTAKE?

SHOULD I HAVE STAYED WITH BEN?!

HURRY, PETER--! I HEAR THEM GAINING ON US!

DON'T WORRY, MARY JANE...

I'M RIGHT BEHIND YOU!

THIS ISN'T PERSONAL! I REALLY DON'T WANT TO HURT ANYONE!

BUT I MUST! I MUST!

I CAN'T *LIVE* LIKE THIS!

OH, MA-ANN! I OUGHT TO HAVE MY HEAD EXAMINED FOR LETTING PARKER TAKE OFF!

DON'T LOOK AT ME FOR *SYMPATHY*, *FREAKFACE*!

I'VE GOT MY OWN PROBLEMS!

HERE, REILLY--! TAKE MY *HAND*!

THANKS FOR THE *ASSIST*, KAINE, BUT--*HEY*!

YOU'RE SWINGING ME *BACK* IN HIS DIRECTION!

I NEED A *DISTRACTION*, FOOL--

--AND YOU'RE THE PERFECT BAIT TO LURE "FREAKFACE", AS YOU CALL HIM, INTO THE RIGHT POSITION!

YIKES!

SKAAAAH

THAT WASN'T *NECESSARY*, YOU FILTHY MURDERER!

WE MIGHT HAVE FOUND A WAY TO *REASON* WITH HIM!

GROW UP, REILLY! YOU SHOULD KNOW THAT STONE KILLERS NEVER RESPOND TO REASON...

...BASED ON YOUR EXPERIENCE WITH ME!

NOW THEN, I BELIEVE WE STILL HAVE UNFINISHED BUSINESS...

HOLD IT, KAINE! I DON'T THINK YOU SHOULD TURN YOUR BACK ON OL' FREAKFACE--!

REILLY, PLEASE--! EVEN YOU CAN'T HONESTLY BELIEVE THAT I WILL FALL FOR SUCH A CLUMSY, OLD--

--TRICK?!

WARREN REALLY *OUTDID* HIMSELF THIS TIME!

FREAKFACE SEEMS CAPABLE OF INSTANTANEOUSLY RECODING HIS OWN *DNA*!

HE CAN MORPH HIS BODY AT WILL!

KLANGG

THOSE *SPIDER-POWERS* OF YOURS COME IN HANDY ON OCCASION!

OF COURSE, IF YOU WEREN'T SPIDER-MAN, I DOUBT WE'D *HAVE* THOSE KIND OF OCCASIONS!

uh... PROBABLY NOT!

DON'T *DO* THIS TO ME, PETER! I KNOW EXACTLY *WHAT* YOU'RE THINKING! I CAN READ IT IN YOUR FACE!

YOU'RE WORRIED ABOUT *REILLY!*

SO AM I!

WELL--?!

WHAT'S THE *DELAY*, TIGER? WHY ARE YOU *HESITATING?*

SORRY, MJ...

I'LL GET YOU *OUT* OF THIS RAIN, AND BRING YOU *HOME!*

FORGET IT, PAL--!

YOU'RE *NOT* TAKING ME ANYWHERE!

YOU BROUGHT *THIS* ON YOURSELF, MONSTER!

I'M GOING TO LEAVE MY *MARK* UPON YOU --RIPPING THE SKIN RIGHT *OFF* YOUR UGLY FACE!

TRY IT! THE JACKAL KNOWS *ALL* ABOUT YOU, KAINE!

HE SPECIFICALLY DESIGNED ME WITH *YOUR POWERS* IN MIND!

HE WANTS YOU DEAD!

HE WON'T RESTORE MY POWERS UNTIL YOU'RE *WORM* FOOD!

I KNOW I'LL REGRET *THIS* IN THE MORNING, BUT--

--CUT THE MAN SOME SLACK, FREAKFACE!

UNHHH FEELS LIKE I HIT A BRICK WALL!

I'VE GOT TO KEEP *POUNDING* AT HIM!

FORCING HIM TO STAY ON THE *DEFENSIVE!*

BY *RICOCHETING* FROM WALL TO WALL--

--I CAN *SLAM* INTO HIM FROM EVERY CONCEIVABLE DIRECTION!

UH-OH! THESE CLOSE QUARTERS ARE WORKING TO HIS ADVANTAGE!

I CAN'T SEEM TO BUILD UP ENOUGH MOMENTUM TO KNOCK HIM SENSELESS!

C'MON, KAINE! TIME TO BEAT YOUR FEET!

UNHAND ME, REILLY! YOUR DESPERATE ACTIONS CHANGE *NOTHING* BETWEEN US!

MOVE IT, MISTER! WE NEED TO LEAD HIM *OUTSIDE*--

--WHERE WE'LL HAVE *ROOM* TO MANEUVER!

YOU...YOU'RE NOT COMING WITH ME?!

YOU CAN'T BE SERIOUS!

YOU *LISTEN* TO ME, MISTER...

I *HATE* THE FACT THAT YOU CONSTANTLY RISK YOUR FOOL NECK AGAINST PSYCHOS LIKE KAINE AND THAT OTHER CREATURE!

BUT I KNOW YOU DO IT...BECAUSE YOU HAVE THIS INCREDIBLE *SENSE OF RESPONSIBILITY*...AND I *LOVE* THAT ABOUT YOU!

OUR BABY IS LUCKY TO HAVE SUCH A WONDERFUL FATHER!

LOOK, THIS IS NO TIME FOR A LONG GOODBYE. WITH THIS PRISON THING, I'M NOT SURE *WHEN* WE'LL BE TOGETHER AGAIN...

JUST REMEMBER THAT WE HAVE A FIRM *DATE* TO LIVE HAPPILY EVER AFTER...

AND I'M COUNTING ON YOU TO KEEP IT!

I CAN GET HOME ON MY OWN. YOU GO HELP BEN REILLY! DO IT BEFORE I CHANGE MY MIND!

B-BUT, MARY JANE...

NO ARGUMENTS! TAKE THAT OLD *BLACK MASK* OUT OF YOUR BACK POCKET! PULL IT ON! AND GET TO WORK!

I WILL, MARY JANE... *I SWEAR I WILL!*

AND, BARELY HALF A MINUTE LATER...

SPEED IT UP, KAINE!

I CAN'T STAY UP ALL NIGHT!

A GROWING SPIDER NEEDS HIS REST!

SHUT UP, REILLY!

YOUR INANE CHATTER IS VERY DISTRACTING!

HEY! I WAS WONDERING WHEN YOU'D STUMBLE UPON MY CAREFULLY LAID STRATEGY!

UNFORTUNATELY, WE CAN'T MOVE TO *FINAL JEOPARDY* WHILE FREAKFACE IS STILL ON YOUR TAIL--!

BOOM

OKAY, REILLY... YOU FINALLY MADE IT TO THE STREET!

NOW WHAT?!

THERE'S GOTTA BE A WAY TO HANDLE FREAKFACE BEFORE--WHOA!

MY *SPIDER-SENSE* SUDDENLY KICKED INTO OVERDRIVE, AND I SEE THE REASON *WHY*!

HIT THE GROUND, KAINE!

NOW!

SPWTANGG

AARRGH!

SOMEONE'S SLINGING STEEL GIRDERS!

IT'S PARKER! WHAT'S WRONG WITH THAT IDIOT?

HE SHOULD BE TAKING CARE OF HIS WIFE AND UNBORN BABY! NOT RISKING HIS FOOL NECK!

DON'T JUST STAND THERE, REILLY! MAKE YOURSELF, USEFUL!

I COULD DO WITH A LATE NIGHT CAPPUCCINO!

I'D PREFER TO TAKE MINE WITH SKIM MILK--

--TO AVOID A MID-SPIDER BULGE!

I AM THE REAL PETER PARKER!

I DON'T FIND EITHER OF YOU CLONES THE LEAST BIT AMUSING!

YOU'RE BOTH TRYING TO STEAL MY LIFE!

AND I'LL SOON BE THE ONLY ONE AS WELL!

LET ME GET THIS STRAIGHT. YOU MOCK OUR ATTEMPTS AT HUMOR...

...BUT YOU THINK PITCHING CARS IS FUNNY?!

BRO-THER! I THINK YOU'D HAVE A LOT MORE SUCCESS IF YOU APPLIED FOR THE ROLE OF JOLLY JONAH JAMESON!

YOU'D CERTAINLY FACE A LOT LESS COMPETITION!

PARKER BARELY MANAGED TO DUCK THAT CAR!

HE SHOULDN'T BE TAKING CHANCES LIKE THIS! HE BELONGS HOME!

HEADS UP, PEOPLE! FREAKFACE IS SPRINGING FOR A BIGGER VEHICLE--

--AND THIS ONE'S FULL OF PROPANE!

PR

DANGER

MAYBE PARKER AND I SHOULD JUST SIT BACK WHILE YOU ATTEMPT TO *REASON* WITH HIM, REILLY!

HOWEVER, IF *LOGIC* FAILS TO CONVINCE HIM TO CURB HIS ANTI-SOCIAL TENDENCIES--

--THERE'S ALWAYS MY WAY!

KA-BOOM

HOO-BOY! EVERY COP AND FIREMAN IN THE BOROUGH MUST HAVE HEARD THAT BLAST!

THIS PLACE WILL SOON BE SWARMING WITH CITY UNIFORMS!

I'M REAL LUCKY I MANAGED TO DODGE BEHIND THESE MARBLE TILES...

...BUT THERE'S NO SIGN OF REILLY OR KAINE!

WERE THEY BOTH INCINERATED IN THE--HEY!

I CAN VAGUELY MAKE OUT A FIGURE MOVING AMONG THE FLAMES!

SWELL--!

IT FIGURES HE'D SURVIVE!

WAIT! HE'S TURNING AROUND! HEADING BACK INTO THE FIRE!

IT'S LIKE HE WAS DELIBERATELY TAUNTING ME...BUT WHY? WHY?!

:UGNN:

SLOW DOWN, REILLY! LET ME HELP!

:WHEW: I REALLY WISH KAINE WOULD DEVELOP A LITTLE *FINESSE* IN HIS OLD AGE!

BY THE WAY, ...*WHERE* IS OUR RESIDENT PSYCHOPATH?!

GONE!

PERHAPS WE SHOULD FOLLOW HIS LEAD...

EASY FOR YOU TO SAY! YOU GET TO GO *BACK* TO WHER-EVER IT IS YOU GO!

ME, I'M HEADED TO *RYKER'S ISLAND* WHERE I'M AWAITING TRIAL FOR MURDER!

I'VE BEEN ACCUSED OF A SERIES OF KILLINGS WHICH WERE PROBABLY COMMITTED BY YOU!

THAT'S A *LIE!*

I'M AS *INNOCENT* AS YOU ARE, PARKER!

I DIDN'T KILL ANYONE, AND I CAN *PROVE* IT--

--BY TRADING PLACES WITH YOU!

DON'T LOOK SO STARTLED, PARKER. I KNOW YOU! PROBABLY BETTER THAN YOU KNOW YOURSELF.

I TRUST YOU COMPLETELY. YOU'LL DO EVERYTHING IN YOUR POWER TO ESTABLISH MY INNOCENCE!

I'M WILLING TO BET MY *LIFE* ON IT!

BUT YOUR PRIMARY RESPONSIBILITY IS TO YOUR *WIFE*...AND THAT *BABY* SHE'S CARRYING! THEY *NEED* YOU, PETER!

YOU *SHOULDN'T* BE IN JAIL.

PLEASE LET ME TAKE THIS *BURDEN* FROM YOU...

YOU CAN GO *HOME*, OR BACK TO *RYKER'S*...

THE *CHOICE* IS YOURS!

"INTERESTING!"

I ASSUME YOU ANTICIPATED THIS *SUBSTITUTION.*

OF COURSE!

WHEN WILL YOU COMMENCE FURTHER *TESTS* ON THIS ONE'S SENSE OF RESPONSIBILITY?

ALL IN GOOD TIME, SCRIER.

ALL IN GOOD TIME...

BE HERE NEXT ISSUE FOR A STARTLING CONFRONTATION WITH THE ALL-NEW, ALL-DIFFERENT, AND STILL-DEADLY **GREEN GOBLIN!**

PLUS, A 3-D LIVE ACTION HOLODISK OF SPIDER-MAN ON THE COVER! IT'S A GIANT-SIZED 225TH ISSUE EXTRAVAGANZA NOT TO BE MISSED!

MARVEL COMICS

SPIDER-MAN®

UNLIMITED™

$3.95 US
$5.35 CAN
9
MAY
CC 01372

APPROVED BY THE COMICS CODE AUTHORITY

THE MARK OF KAINE™
PART FIVE OF FIVE

THE SINISTER SIX STRIKE!™

Bagley Jim + Mike RoM

STAN LEE *PRESENTS:*
THE MARK OF *KAINE* - CONCLUSION!

UNHOLY ALLIANCES!

Story: TOM LYLE
Pencils: RON LIM, RON GARNEY AND TOD SMITH
Inks: PALMER, EMBERLIN, TUOHY, MILGROM, PALMIOTTI, JANSON, DELAROSA, HUDSON
Letters: JOE ROSEN *Colors:* JOHN KALISZ
Edits: DANNY FINGEROTH
Editor in chief: BOB BUDIANSKY

WELL...

...THERE HE IS!

THE REASON FOR OUR CLANDESTINE MEETING HERE IN MY WAREHOUSE HEADQUARTERS INTO THE WEE HOURS OF THE MORNING...

KAINE!

WELL, SO *WHAT?*

SO KAINE'S *KILLING* OFF SPIDER-MAN'S ENEMIES, VULTURE... ONE-BY-ONE. *DOC OCK. GRIM HUNTER.*

AND ONE OF *US* MIGHT BE *NEXT.* ALTHOUGH, *YOU...* THAT'S NO GREAT LOSS.

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or insititution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

ELECTRO AND I HAVE INFORMATION FROM THE POLICE COMPUTER RECORDS THAT PINPOINTS A GENERAL AREA WHERE MOST OF THE *KAINE* SIGHTINGS HAVE OCCURRED HERE IN MANHATTAN.

WE...

PLEASE...

...GIVE IT A *REST* WITH THE SMOKE, WON'T YOU, MYSTERIO?

YOU'RE LUCKY WE EVEN *TOLERATE* YOU HERE AFTER YOUR RECENT *BETRAYAL*. *

WE'RE PROFESSIONALS, TOGETHER FOR PROFESSIONAL *REASONS*, TOOMES.

BUT FOR THE LADY, *SCORPIA'S*, SAKE I DEFER TO YOUR REQUEST.

DON'T *PATRONIZE* ME, YOU BUNCH OF LOW-LIFES! I'M JUST HERE TO HELP GET RID OF *KAINE!* THAT DOESN'T MEAN I *LIKE* ANY OF YOU.

* SEE THE FUNERAL FOR AN OCTOPUS LIMITED SERIES, ON SALE NOW
--D.

AS FOR YOU, *HOBGOBLIN*... WHO PUT YOU IN CHARGE? AND WHY *YOUR* PLAN?

WHAT I HEARD OF IT EARLIER SOUNDS LIKE A *WASTE* OF TIME TO ME.

FWOOOSH

VULTURE...

...YOU'VE TAKEN UP *ENOUGH* OF MY PRECIOUS TIME WITH YOUR PETTY *COMPLAINING!*

WHACK!

UNH--!

A NOBLE TRY, HOBGOBLIN.

BUT WASTED.

YOU'RE *DEAD MEAT!*

REALLY?! WELL, I THINK I CAN HANDLE *YOU!!!*

TOOMES... JUST BECAUSE YOU'RE YOUNG AGAIN NOW DOESN'T MEAN I CAN'T STILL *KICK* YOUR BUTT.

WHAP

STOP IT!

K-KERAAAASH!!

BOTH OF YOU!

CAN YOU *IDIOTS* PUT ASIDE THIS STUFF LONG ENOUGH TO DEAL WITH OUR *REAL* ENEMY... *KAINE!?!*

SHOCKER, YOU OWE ME FOR THAT, COMPUTER SCREEN...

...BUT YOU'RE RIGHT...

...OUR PLAN TO SEARCH OUT THE AREAS OF RECURRING KAINE SIGHTINGS FOR OUR TARGET IS WHAT WE *OUGHT* TO BE CONCENTRATING ON.

WE SHOULD BE *ABOVE* OUR PETTY DIFFERENCES... FOR NOW.

SO, LET'S GET *BUSY* THEN!

FEEL *FREE* TO TAKE ANY EXTRA *ORDNANCE* FROM MY COLLECTION THAT YOU MIGHT WANT.

A LITTLE EXTRA *PROTECTION* WOULDN'T BE BAD HERE.

ONE MORE LITTLE STING FOR *SCORPIA!*

HALLUCINATIONS AND *ILLUSIONS* ARE ONLY GOOD FOR SO MUCH AGAINST A FOE LIKE *KAINE*. SO...

SO...YOU'RE ALL A BUNCH OF *WEAKLINGS* WHO CAN'T DEFEAT THIS *KAINE* WITH THE WEAPONS YOU ALREADY HAVE?!?

EVEN THE *BEETLE* DIDN'T WANT ANY EXTRA FIREPOWER!

VULTURE...

...YOU *KEEP* THIS UP AND WE'LL BE USING THESE GUNS ON *YOU*...

...BUT NOT UNTIL *AFTER* WE TAKE CARE OF--

"-- OPERATION *KAINE-KILL!!!*

"EVERYONE REMEMBER THEIR SECTOR...

"...AND USE YOUR *COMMUNICATORS* TO STAY IN TOUCH.

"IF WE ALL DO OUR PARTS *RIGHT*, THIS PLAN WILL *WORK*...

"...AND *KAINE* WILL NO LONGER BE A THREAT TO *ANY* OF US."

HE LOOKS LIKE THE SCARLET SPIDER.

HE SWINGS LIKE THE SCARLET SPIDER.

BUT HE'S NOT THE SCARLET SPIDER.

HE'S PETER PARKER, OUR WALL-CRAWLING SPIDER-MAN, WEARING THE COSTUME OF THE SCARLET SPIDER.*

PETER'S ONE THOUGHT RIGHT NOW...

MARY JANE.

I'VE GOT TO GET HOME AND MAKE SURE SHE AND THE BABY ARE OKAY.

MJ'S BEEN THROUGH A WHOLE LOT WITH THIS KAINE JERK KIDNAPPING HER AND ALL.**

AS SOON AS I MAKE SURE THAT MJ'S OKAY, I NEED TO TAKE CARE OF THIS KAINE PROBLEM ONCE AND FOR ALL.

*SEE SPECTACULAR SPIDER-MAN #224 FOR MORE DETAILS. --DANNY

**AS SEEN IN "MARK OF KAINE," PARTS 1-4. --D.

WHOA--! SPIDER-SENSE TINGLE--!

WHAT?!?

THE BEETLE?

WHAT'S HE DOING OUT AND ABOUT IN MY NECK OF THE WOODS?!?

THE SCARLET SPIDER!!

THIS WASN'T... I'M NOT...

I DON'T KNOW ANYTHING ABOUT THIS SCARLET SPIDER GUY.

I'M SURE NOT HERE TO FIGHT HIM.

FAST RETREAT.

I CAN'T JUST LET HIM GET AWAY. HE COULD HURT SOMEONE...!

I'M SORRY, MARY JANE.

I'LL BE HOME AS SOON AS I CAN!

RIGHT NOW, I'VE GOT ME A *BEETLE* TO SQUASH!

NO... HE'S *FOLLOWING* ME!!

S-SKRIINK

WHY *ME*?!?

WHOA! SO SPOOKED--DIDN'T EVEN SEE THAT *ANTENNA!*

AS ALWAYS, THE BEETLE IS A MAN OF GREAT FORTITUDE.

IN HIS *DREAMS*!!

OW!!

WHERE'D THAT STUPID *CHIMNEY* COME FROM?!??

IS IT JUST A *COINCIDENCE* THAT HE'S SO CLOSE TO MY NEIGHBORHOOD... MY HOME?

OR IS THERE SOMETHING *ELSE* GOING ON HERE?

I'VE GOT TO GET AWAY FROM THIS GUY! NOW!!

SOMETHING EXTREME LIKE...

K-KRINKZZZT

K-KERAASSSH

...FLYING THROUGH A BUILDING!!

OH, MAN... PEOPLE ARE HURT!!

I HAVE A REALLY HARD TIME NOT TAKING RE-SPONSIBILITY FOR WHEN THESE BAD GUYS DO SOMETHING STUPID AND INNOCENT PEOPLE GET HURT.

I'LL DO EVERY-ONE ELSE AND MYSELF MORE GOOD IF I DON'T LET THE GUILT FEELINGS GET ME...

...AND JUST MAKE SURE I'M THERE TO HELP INSTEAD OF BEING AS OBSESSED AND BLIND AS THE BAD GUYS ARE.

THIS WOMAN NEEDS A DOCTOR... NOW!!

POLIC

THANKS FOR THE HELP WITH THE WOUNDED, *SCARLET.* IT WENT PRETTY QUICKLY WITH *YOU* HERE.

BUT I'M *NOT* THE SCARL--

THWIPP!

NO PROBLEMO. ALWAYS GLAD TO BE OF SERVICE TO THE BOYS IN BLUE.

HEY, *SCARLET!* WAIT!!

YOU DROPPED...

C'MON... *OPEN* IT, MAN.

WHAT THE HECK *DID* HE DROP?

GENTLEMEN...

THOSE'RE THE MASK AND GLOVES FROM THE BLACK *SPIDER-MAN* COSTUME.

I WONDER HOW THE *SCARLET SPIDER* GOT THEM IN *HIS* POSSESSION?

GOT ME, *ELLIS.*

HOME!

BESIDES CHECKING ON MJ, I'VE GOT TO FIGURE OUT WHAT TO DO ABOUT BEN REILLY. *HE* TOOK MY PLACE IN JAIL,* BUT DOES *HE* DESERVE TO BE THERE?

FIRST THINGS FIRST, THOUGH. AND *THAT'S* MARY JANE.

*SEE SPEC # 224--D.

FINALLY SHOOK HIM, THANK--

HOBGOBLIN HERE. EVERYONE REPORT IN.

ANY SIGHTINGS?

BEETLE HERE.

NO SIGN OF KAINE YET.

SCORPIA

DON'T BOTHER ME WITH YOUR SENSELESS CHATTER UNLESS ANYTHING IS REALLY GOING DOWN, BOYS.

ELECTRO

HOW ABOUT YOU, ELECTRO?

GRAB A LITTLE POWER FOR OL' MAX DILLON, THEN...

ALL CLEAR IN MY SECTOR.

MYSTERIO...

...WHAT ABOUT YOU?

MYSTERIO!

MYSTERIO, WHERE ARE...

I AM HERE! I'VE SEEN NOTHING, SO I SAW NO SENSE IN RESPONDING TO YOUR PRATTLE.

THAT MYSTERIO CREEPS ME OUT!

AND I DON'T TRUST HIM AS FAR AS I CAN THROW HIM!

HE CAN WAIT UNTIL AFTER WE DEAL WITH KAINE.

THEN HE MAY NEED TO BE ELIMINATED!!

HEY, VULTURE...

...WHAT ABOUT YOU?!?

HOBGOBLIN CAN EAT *STATIC* FOR A WHILE.

HOBGOBLIN, *SCORPIA* HERE. VULTURE'S OVERHEAD. I CAN SEE HIM NOW...

WOMAN, YOU ARE REALLY GETTING ON MY *NERVES* WITH YOUR HOLIER-THAN-THOU ATTITUDE.

BLASTED HOBGOBLIN'S GONNA GIVE ME AWAY WITH HIS *STUPID* RADIO CHECK-INS. I HAD TO TURN *MINE* OFF.

I *KNOW* I HEARD SOMETHING AROUND THIS CORNER...

ALL RIGHT... HOLD IT *RIGHT THERE* YOU...

...RATS?!?

I'VE BEEN CHASING *RATS*!?!

SHOCKER HERE.

NO SIGN OF KAINE YET.

I'M BEGINNING TO *WONDER* MYSELF IF VULTURE ISN'T RIGHT AND THIS SECTOR SEARCH *ISN'T* GOING TO WORK.

WE'VE *GOT* TO FIND *KAINE*. HE'S TOO *DANGEROUS* AN ENEMY TO HAVE AROUND.

I JUST HOPE WE FIND HIM IN TIME... FOR *ALL* OUR SAKES.

MARY JANE??

IT'S PETER... ARE YOU *HERE*?!?

I DON'T KNOW *WHO* THAT IS...BUT IT CAN'T BE *PETER*.

PETER IS IN JAIL.

SHE FEELS VICTIMIZED...SHE'S AFRAID.

*WHO **WOULDN'T** BE AFTER ALL THE TERRIFYING EVENTS WHICH SHE'S FACED RECENTLY?*

*BUT IT SOUNDS **SO** MUCH LIKE PETER...*

KNOCK KNOCK!

MARY JANE? ARE YOU IN HERE?

PETER'S IN *JAIL!* I DON'T KNOW WHO YOU ARE, BUT I'VE GOT A *GUN.* *

GO *AWAY* AND LEAVE ME ALONE!!

*SEE AMAZING #401 FOR DETAILS ON HOW M.J. GOT IT. --D.

DON'T COME IN... OR I'LL... *I'LL SHOOT!*

CREE-AAK

MARY JANE, I KNOW THIS IS SCARY, BUT IT *IS* ME... *PETER.*

THAT'S NOT PETER'S COSTUME!!

I KNOW...

BEN TOOK MY PLACE IN JAIL AND I HAD TO WEAR HIS COSTUME. THERE WAS NOTHING ELSE TO WEAR.

PETER PARKER IS STRUGGLING TO FIND SOME REASSURING WORDS FOR HIS WIFE.

HE'S NOT AFRAID OF THE GUN. WITH HIS SPIDER-SENSE, THE BULLETS WOULD BE EASY TO DODGE.

HE'S CONCERNED FOR THE WOMAN HE LOVES... AND THEIR UNBORN BABY.

MARY JANE, I...

OH, GOD, I DON'T KNOW WHO TO BELIEVE ANYMORE.

PLEASE... WHAT DO I DO?!?

ALL RIGHT, LET'S TRY THIS...

REMEMBER WHEN YOU TOLD ME YOU WERE PREGNANT?

I TOLD YOU THAT WE HAD CREATED A MIRACLE... A LIFE... AND THAT NOTHING WAS GOING TO TAKE THAT JOY AWAY FROM US. NOTHING!

MARYJANE... THIS IS A POOR TIME TO FIND OUT THAT I'M NOT THE MOST ELOQUENT GUY IN THE WORLD.

BUT I AM THE MAN WHO LOVES YOU. I'M THE MAN... NOT THE CLONE!

I SWEAR TO YOU THAT NOTHING IS MORE IMPORTANT TO ME THAN YOUR TRUST AND LOVE...

...SO I'LL LEAVE IF THAT'S WHAT IT TAKES FOR YOU *NOT* TO FEEL AFRAID.

NO. WAIT. THAT *IS* WHAT YOU SAID. THAT ONLY YOU AND I HEARD.

DON'T GO... I...

...I-I-I-UHHHHHH...

MARY JANE. OH, MJ... I'M *SORRY* FOR ALL THIS.

JUST LIE BACK AND REST FOR NOW. WE'LL TALK LATER.

PETER...

JUST *HOLD* ME.

MARY JANE...

...THAT'S THE BEST OFFER I'VE HAD IN *DAYS.*

RYKER'S ISLAND

HOME OF SOME DESPERATE MEN.

ONE OF THEM YOU WOULDN'T EXPECT TO FIND HERE...

BEN REILLY.

BUT EVERYONE HERE THINKS HE'S...

PARKER, YOU LISTENING TO ME?!?

THAT'S RIGHT. PETER PARKER.

I'VE BEEN HERE A LONG TIME AND I JUST WANNA MAKE SURE YOU KNOW WHERE YOU STAND. YOU'RE LOWER THAN DIRT. YOU AIN'T GOT NO RIGHTS, YOU'RE NOTHIN' BUT A WASTE OF AIR TO ME. I AIN'T GONNA LET...

THIS PLACE IS *REALLY* GETTING TO ME.

I'M NOT USING MY TIME TO FIGURE OUT WHAT TO TELL MY LAWYER LIKE I SHOULD BE.

I CAN'T SEEM TO STOP WORRYING MORE ABOUT *MARY JANE* AND HOW SHE'S DOING, THOUGH.

HEY, GUARD...

...I WANT TO MAKE A PHONE CALL.

WHO IS IT *THIS* TIME, PARKER? YOU MAKE MORE *PHONE CALLS* THAN ANYONE ELSE IN HERE.

I'M CALLING MY *WIFE!* CAN I GET A *LITTLE* PRIVACY?

YOU GOTTA LOOK UP YOUR *HOME* PHONE NUMBER?!?

SO I'VE GOT A *BAD* MEMORY...IS *THAT* A CRIME?

AT LEAST HE BACKED AWAY ENOUGH SO I CAN TELL HER WHO THIS *REALLY* IS CALLING HER.

"NO! I GOT THE ANSWERING MACHINE.

"I'LL LEAVE A MESSAGE FOR HER."

MARY JANE, THIS IS BEN. I'M SORRY TO KEEP *BOTHERING* YOU, BUT I CAN'T HELP BUT BE *CONCERNED* WITH HOW YOU ARE.

I HOPE YOU'RE OKAY AND THAT PETER IS *HOME* WITH YOU NOW.

SHOULDN'T WE ANSWER IT?

NO. NOT RIGHT NOW.

WELL, I'VE GOT TO GO. I'LL CALL YOU AGAIN LATER.

:CLICK:

WHAT *AM* I GOING TO DO ABOUT *BEN?*

I CAN'T JUST *IGNORE* HIM AND WHAT HE DID FOR ME BY TAKING MY PLACE IN JAIL.

SHE'D *BETTER* BE ALL RIGHT.

IF ANYTHING HAS HAPPENED TO HER...

PARKER. YOU GOT *COMPANY* IN THE VISITING AREA.

MY *LAWYER?* *HE'S* EARLY.

THIS AIN'T NO LAWYER LIKE I EVER SEEN.

WHO *COULD* IT BE? MAYBE MARY JANE HAS COME HERE TO CHECK ON ME.

OR *PETER*, RATHER, IF SHE DOESN'T KNOW OF THE SWITCH YET.

NO. IT'S GOT TO BE MY LAW--

PETER? I COULDN'T *BELIEVE* IT WHEN I READ THAT YOU WERE ARRESTED FOR *MURDER!* SO I THOUGHT I'D COME AND SEE WHAT I COULD DO FOR YOU.

UH...THANKS, I DON'T THINK I NEED ANY HELP RIGHT NOW.

WHO *IS* THIS?!?

I DON'T MEAN TO HAVE *DOUBTS*, BUT... I JUST WANT TO HEAR IT FROM *YOU* THAT YOU'RE INNOCENT.

WHY IS PETER LOOKING AT ME SO STRANGELY?

SHE OBVIOUSLY *KNOWS* PETER.

I DIDN'T DO IT...

I...

I DON'T KNOW *HOW MUCH* TO TELL YOU.

WELL, DOESN'T THE MAN I KNOW *SO* WELL AS *SPIDER-MAN* HAVE ANY-THING *PERSONAL* TO SAY TO AN OLD FRIEND LIKE *FELICIA HARDY*?

SHE KNOWS THAT *PETER* IS *SPIDER-MAN*!?!

I'VE *DREADED* MEETING SOMEONE WITH THAT KNOWLEDGE.

PETER, WHAT'S *WRONG* WITH YOU?

NOTHING, UH, FELICIA.

I JUST CAN'T SEEM TO SHAKE THIS *HEADACHE* THAT I'VE HAD FOR A FEW DAYS NOW.

LOOK, I FEEL LIKE I'M JUST *ADDING* TO YOUR HEADACHE, SO I'LL GO. I'LL COME VISIT YOU WHEN YOU'RE *CLEARED* OF ALL THIS MESS.

IF YOU'RE CLEARED.

I HAD HEARD SOMETHING ABOUT PETER ACTING STRANGELY OVER THE LAST FEW WEEKS, BUT I HAD NO IDEA IT WAS *SO BAD*.

I MEAN, HE ACTED LIKE HE DIDN'T EVEN KNOW *ME*... FELICIA HARDY... THE *BLACK CAT*.

WHAT'S *GOING* ON?

WHAT'S HAPPENED TO *PETER*?

KAINE-KILL HAS BEEN IN EFFECT FOR OVER FOUR HOURS WITH NO SIGN OF THE TARGET.

I THINK IT'S TIME TO PULL THE PLUG ON THE HUNT FOR NOW.

THE SECTOR SEARCH DOESN'T SEEM TO BE GETTING ANY RESULTS AND THE TEAM ISN'T VERY TOGETHER ON THIS.

EVERYONE CAN MEET BACK AT MY HEAD-QUARTERS AND MAYBE I'LL COME UP WITH A NEW PLAN.

CALL IT LUCK...

HOBGOBLIN WOULD TELL YOU IT'S HIS FINELY HONED MILITARY SENSES...

THAT SHADOW...

WHATEVER IT IS, IT'S HELPED HIM LIVE THIS LONG.

C'MON... I'M READY FOR YOU...

...SPIDER-MAN?!?

POW! POW! KA-POW!

NO GUNS.

K-KRUUNCHH

WHO ARE YOU?

WHO AM I ?!?

I AM THE ONE YOU SEEK!

I AM... KAINE!!

I TEAR OFF THE SPIDER-MAN COSTUME, A COSTUME THAT I GOT ON ONE OF MY TRIPS INTO PARKER'S HOME. IT'S MINE NOW.

YOU'RE A DEAD MAN, HOBGOBLIN.

ONE LESS THREAT TO PARKER'S WIFE. THAT WAY HE'LL BE HAPPY.

MY COMMUNICATOR ...JUST OUT OF REACH.

THAT MEANS I'M ON MY OWN HERE.

PETER...*THOSE* WERE GUNSHOTS.

I DON'T KNOW IF I CAN *TAKE* THIS CITY ANY MORE.

I JUST *JUMPED* A HALF MILE OVER *THAT.*

PETER??

I'M *SORRY* MJ. I'VE *GOT* TO GO AND SEE WHAT THAT WAS.

KAINE IS STILL OUT THERE SOMEWHERE. I WANT TO MAKE SURE HE *NEVER* BOTHERS US AGAIN.

I'LL BE *BACK* AS SOON AS I CAN.

*SHE **SHOULD** BE USED TO IT AFTER ALL THIS TIME.*

*BUT COULD **ANY-ONE** EVER BE TRULY USED TO **THIS**?!?*

PETER... DON'T GO.

WE'RE SCARED.

BUT FIRST... LET IT BE KAINE!!

HE HAS TO DO SOMETHING.

WHAT TO DO ABOUT BEN REILLY?

IT'S A BIG ONE, THOUGH.

THEN THIS MAN KNOWN AS PETER PARKER MUST DEAL WITH ONE LAST PROBLEM.

NOW!

IT MUST END.

HE WANTS IT, NEEDS IT, EVEN... SO THAT HE CAN RID HIMSELF OF THE CREATURE TERRORIZING HIS WIFE AND INTERFERING IN HIS LIFE.

HIS BLOOD IS POUNDING WITH THE POSSIBILITY THAT IT MIGHT BE KAINE.

EAT SOME *LASER* AND A *PUMPKIN BOMB*, YOU *FREAK!!*

ZZZZIIITTTTTT

THIS ONE IS AS *STRONG* AS THE ONE WHO CALLED HIMSELF *GRIM HUNTER.*

HE IS LESS *FOCUSED*, THOUGH.

THERE IS *FEAR* IN HIS BEHAVIOR.

FFFWHAAM

A FEAR THAT EATS INTO THE *DARKEST AREAS* OF HIS SOUL. THE PLACES *NO ONE* WISHES TO LOOK AT.

KILLING HIM WILL END HIS STRUGGLES TO *HIDE* FROM THAT FEAR.

ANNG

OOOMMPH

WWHA

I WILL BE *GLAD* TO TO HELP HIM ACHIEVE THAT STATE.

I WILL *CLEANSE* HIS SOUL.

WASH AWAY HIS SINS.

W-WHOA, WHAT... HIT... ME?

W-WATER TOWER!! CAN'T MOVE IN TIME.

F-FZZOKK

YOU WERE *RIGHT*, MYSTERIO. IT *WAS* HOBGOBLIN'S GUN THAT WE HEARD.

WHAT A *WINDBAG*!!

I AM *MYSTERIO*...

...AND I AM *ALWAYS* RIGHT!

THE WATER RUSHES OVER *BOTH* OF US.

THIS IS *HELP*?!?

I MUST SURVIVE... THE *OTHERS* MUST ALSO DIE BY MY HAND!!

YOU OWE ME *BIG* FOR SAVING YOUR BUTT, HOBGOBLIN.

YEAH... *RIGHT!*

ALL OF THE *SINISTER SEVEN* HAVE THE SAME THOUGHT RUNNING THROUGH THEIR MINDS...

IS KAINE *DEAD*?!?

COULD IT HAVE BEEN *THAT* EASY??

DIDN'T EVEN GET A CHANCE TO SEND A FEW *MILLION* VOLTS OF ELECTRICITY THROUGH HIM.

YOU SEEM TO *FORGET* THAT I CAN SUMMON MY GLIDER TO ME!

POW

FOOLS...

...KAINE IS NOT SO *EASILY* DEFEATED.

WHO WANTS TO DIE *FIRST*?!?

NONE OF *US* WILL DIE...

...*YOU* WILL DO THE *DEATH* SCENE HERE.

THEY *ALL* AT-TACK AT ONCE!

I *ADMIRE* THEIR ATTEMPT AT *TEAMWORK.*

THAT DOES *NOT* MEAN I WILL COOPERATE AND BE *DEFEATED* BY THEIR EFFORTS.

I AM *KAINE*!!

WHA-O-OWW!!

ULTIMATELY... THEY FIGHT *POORLY* AS A TEAM.

SCZZZ

THIS IS NOT JACOB RAVEN'S STYLE.

HE HAS WATCHED IN AWE AS STUNNER HAS TORN THROUGH THE BODYGUARDS OF TONY PRESCOTT AND EVEN NOW IS USING ALL THE RESOURCES AT HAND TO GET THE INFORMATION SHE WANTS OUT OF THE MAN HIMSELF.

RAVEN'S ONLY WORRY...

...IS THAT HE'S GONE TOO FAR IN HIS ATTEMPT TO EXONERATE PETER PARKER.

I TELL YOU... I AIN'T NEVER SEEN OR HEARD OF THIS... KAINE GUY BEFORE.

WWHAM

WOULD "TOUGH TONY" PRESCOTT CARE TO CHANGE HIS STORY?

OKAY, OKAY... PAPA GRANITE... HE WAS SQUEEZIN' MY BUSINESS AND I WANTED HIM OUT OF THE PICTURE...

...AND THE KAINE GUY WAS NEW ON THE SCENE, BUT EARNIN' A GREAT REPUTATION FOR BEING GOOD AND CLEAN.

ALL I DID WAS PUT THE WORD OUT ON THE STREET... AND HE JUST SHOWED UP.

IF I FIND OUT THAT YOU'VE LIED TO ME, YOU LITTLE WORM... I'LL BE BACK.

AND NEXT TIME I WON'T BE SO NICE!!

I'M GLAD SHE'S ON MY SIDE.

IT'S LIKE A DREAM COME TRUE FOR PETER PARKER.

IT IS KAINE AND THEY'VE GOT A GUN LEVELED AT HIS HEAD.

BUT THE CROWD THAT'S THERE... WHAT A COLLECTION OF SPIDER-VILLAINS!

MUCH AS I HATE IT, I CAN'T SIT BACK AND LET THEM JUST KILL KAINE.

I THINK I'M GOING TO NEED SOME HELP WITH BATTLING ALL THESE VILLAINS...

...AND KAINE IS THE ONLY PERSON I SEE IN THE VICINITY THAT WOULD EVEN THINK ABOUT HELPING ME.

WHAT ARE YOU WAITING FOR, MYSTERIO? FINISH HIM OFF!

I'M JUST SAVORING THE MO--

LARRY AND CURLY. RIGHT?

WELL YOU ALL STRIKE ME AS STOOGES, ANYWAY.

WHAP

KER RASH

GOT TO DO THIS QUICK. MJ IS MY MAIN CONCERN.

"I HOPE SHE'S OKAY."

R-R-R-RING

PETER?

H- HELLO?

MRS. PARKER?

YES?

SEWARD TRAINER HERE, MRS. PARKER.

I *REALLY* NEED TO TALK TO YOU ABOUT THOSE *TEST RESULTS* AND I WAS HOPING YOU COULD *MEET* ME HERE AT MY LAB.

AT YOUR *LAB??* IS IT *THAT* BAD?

NO. *NO.* PLEASE DON'T *READ* TOO MUCH INTO THAT REQUEST, MRS. PARKER. I'D JUST *PREFER* TO TALK TO YOU IN PERSON.

"DON'T READ TOO MUCH INTO THAT REQUEST..." DOES HE THINK I'M *STUPID?*

SOMETHING *MUST* BE WRONG WITH THE BABY I'M CARRYING.

SO HOW'S *THIS* GOING TO AFFECT MY SO-CALLED "HAPPY" LIFE WITH MY HUSBAND AND OUR CHILD?

SOMETIMES I FEEL LIKE I *REALLY* NEED TO BE TAKEN CARE OF, AND *RIGHT NOW* IS ONE OF THOSE TIMES.

COME ON, GIRL. GET *STRONG.*

YOU CAN MAKE IT ON YOUR OWN. YOU CAN'T... *WE* CAN'T ALWAYS EXPECT *PETER* TO BE HERE TO *SAVE THE DAY.*

HE'S SURE *NOT* HERE RIGHT NOW...

"...HE'S GOT *OTHER* RESPONSIBILITIES AS *SPIDER-MAN.*"

YOU'VE *ALWAYS* BEEN SMALL POTATOES, BEETLE.

I SHOULD HAVE *KNOWN* WHEN I SAW YOU EARLIER TODAY THAT YOU WOULDN'T BE DOING *ANYTHING* ON YOUR OWN.

YOU'RE JUST *NOT* THE TOUGH-GUY TYPE AND YOU *NEVER* WILL BE.

HOW DOES THE *SCARLET SPIDER* SEEM TO KNOW SO MUCH ABOUT *ME*?!?

MEANWHILE, KAINE IS PROVING THAT THE SINISTER SEVEN DID NEED TO BAND TOGETHER TO DEFEAT HIM...

WHAT ARE *THOSE*?!?

THE INSTRUMENTS OF YOUR *DEATH...*

...THE STING OF KAINE!!

NO!!

YOU!!

DO NOT INTERFERE. I DO NOT WISH TO FIGHT YOU.

I DON'T CARE WHAT YOU WISH BECAUSE WHILE I'M HERE YOU ARE NOT USING LETHAL FORCE ON ANYONE!!

I WON'T LET YOU...

...EVEN IF I HAVE TO FIGHT YOU AND ALL OF THESE OTHER BOZOS BY MYSELF.

SPIDER-SENSE TINGLING...GOT TO JUMP OUT OF THE WAY.

KK-K-ZZZAPPP

BONUS!!

TWO PAINS-IN-THE-NECK GET TO DIE FOR THE PRICE OF ONE!!

I'LL BE GLAD TO ACCOMMODATE YOU BOTH.

A BLAST FROM BOTH ELECTRO AND SHOCKER!!

GREAT!! NOW THEY'RE START-ING TO WORK TOGETHER. JUST WHAT A TIRED SPIDER NEEDS.

GUESS ELECTRO'S "REFORM"* DIDN'T LAST TOO LONG.

ZZZZAAASSSSHHHHH

* SEE SM #40--D.

HOBGOBLIN-- SHALL WE PUT *OUR* MARKS ON KAINE?

CERTAINLY!

BOMBS!!

GOT TO KNOCK *KAINE* OVER THE EDGE, TOO.

I *DO* WANT KAINE OUT OF THE WAY... BUT I *DON'T* WANT HIM *DEAD*!!

DAILY BUGLE

BIGGEST *STORY* IN THIS TOWN SINCE *MAXIMUM CARNAGE* AND WE'VE GOT NO *PHOTOGRAPHER* TO COVER IT.

CALM DOWN, JONAH.

CALM *DOWN*?!?

WE'VE GOT NO EXPERIENCED *ACTION* PHOTOGRAPHER AVAILABLE FOR THIS STORY AND YOU SAY I SHOULD "*CALM DOWN*"?!

THEY'RE THE FACTS, JONAH. WE CAN'T CHANGE THEM.

I COULD *SKIN* PARKER ALIVE FOR GETTING *ARRESTED* WHEN WE *NEED* HIM.

JONAH, WE'VE *GOT* TO MAKE A DECISION... *KEN ELLIS* IS WAITING TO GO, HE NEEDS A SHUTTERBUG.

HOW ABOUT *COLE COOPER*?

THE *KID*?!?

ALL RIGHT... *COOPER* IT IS.

YES!!

I *NEVER* THOUGHT I'D HEAR *MYSELF* SAY THIS, BUT I WISH *PARKER* WAS HERE.

OH, WOW... THE WHOLE *UPPER HALF* OF THAT BUILDING WE WERE JUST ON IS *GONE!!*

YOU NEED *NOT* HAVE WORRIED ABOUT *AIDING* ME.

I ASSUME THE *OTHERS* SURVIVED THAT BLAST ALSO.

YOU GOT *THAT* RIGHT, *BUCKO!*

NOW, LET ME REACH OUT AND *SHOCK* SOMEONE... OR *BOTH* OF YOU!!

YOU *IDIOTS!!*

THOSE BOMBS TOOK *ELECTRO* OUT OF THE FIGHT-- AND WE NEED HIM.

NOW THERE'S ONLY *FOUR* OF US LEFT.

C'MON, KAINE, HELP OUT A BIT HERE!?!

I MUST MAKE SURE THAT NO HARM COMES TO PETER PARKER.

I'LL TRY OUT SOME OF SCARLET'S GIMMICKS SINCE I'VE GOT ON HIS COSTUME.

"IMPACT WEBBING... THAT'S WHAT BEN CALLED IT.

THWIP

THWIP

YEEAARGHH!!

"AND THIS WRIST SHOOTER HAS..."

...STINGERS!

WHY DIDN'T I DEVELOP THESE GOODIES?

A TENDRIL OF SMOKE WAFTS BY... SLIGHTLY DIFFERENT FROM THE SMOKE FROM THE BOMB BLAST.

NO ONE NOTICES.

I WISH I'D THOUGHT OF *THIS* TEST *SOONER*, MRS. PARKER.

WHY?!? WHY DOES THIS KIND OF THING *ALWAYS* SEEM TO FOLLOW PETER AND ME?

DO YOU NEED TO KNOW *MORE* ABOUT *ANY* OF THIS? ANY QUESTIONS AT *ALL?*

MRS. PARKER... I'M *SORRY* YOU HAD TO BE TOLD THIS AT ALL.

SORRY?

TELL THAT TO MY *UNBORN CHILD!!*

MRS. PARKER... *WAIT!*

AS IF TO MOCK MARY JANE'S OWN TEARS OF SORROW, THE SKIES OPEN UP AND LET FORTH THE GIFT OF LIFE WHICH IS RAIN!

THIS IS DARK, COLD, POUNDING RAIN.

THE KIND THAT SEEMS TO COME WHEN DEATH IS NEAR.

VULTURE'S *OUT* OF PLAY NOW. *WHO'S* LEFT?!?

RAIN!

A *GOOD* SIGN.

THIS AREA *NEEDS* CLEANSING. THERE IS *MUCH* EVIL HERE.

MANY *THREATS* TO PARKER'S * HAPPINESS.

IF I CAN ONLY KILL THEM BEFORE HE STOPS ME...

*KAINE SAW PETE AND BEN SWITCH PLACES IN SSM # 224.--D.

I'VE GOT TO HELP KAINE--

--WHILE MAKING SURE HE DOESN'T KILL ANYONE. PIECE OF CAKE...

"...COMPARED TO TRYING TO *FIGURE OUT* WHAT TO DO ABOUT *BEN*.

"I REALLY *HATE* THAT HE'S AROUND AT ALL.

"HOW WOULD A *NORMAL* PERSON FEEL IF THEY HAD A *CLONE* OF THEMSELVES OUT THERE *SOMEWHERE*?

HEY!?!

WHAT'S GOING O-O-NNN??

"I *HAVE* COME TO *ONE DECISION* ABOUT BEN..."

WHERE'S THE BODY??

KRAA

...I *MUST* DO *EVERYTHING* WITHIN MY POWER TO MAKE HIM A *FREE MAN. IF* HE'S INNOCENT.

BUT I'D BETTER *CONCENTRATE* ON THE TASK AT HAND RIGHT NOW.

AND *KAINE* LOOKS TO BE THE *FINAL* PART OF THAT TASK.

IF I CAN GET THIS FEMALE *SCORPION* OUT OF THE WAY...IT'S JUST *HIM* AND *ME.*

FIRST *YOU*...THEN THIS *KAINE*... NO ONE LEFT TO TOUCH *SCORPIA!!*

LADY...

POW

KA-POW

...YOU'RE NO THREAT TO *ANYONE!*

SO MUCH FOR THE *SINISTER SEVEN!*

BUT THAT *STILL* LEAVES...

ANOTHER TENDRIL OF MYSTERIOUS SMOKE FLOATS BY, AS...

...KAINE?!?

WHY IS KAINE *LOOKING* AT ME SO STRANGELY?

SO DIFFERENTLY?

I HAD NO *VISION* OF *THIS!!*

HOW CAN THIS *BE?*

IT *CANNOT BE!!*

PARKER *CANNOT* BE DEAD!!

I HAVE *FAILED!!*

HE MUST BE *AVENGED!!*

YOU MUST DIE!!

KAINE! WHAT... URK!?!

THE DEMON MOCKS ME!

HE'LL DO SO NO LONGER!

WHY AM I NOW KAINE'S TARGET, WHEN BEFORE HE SEEMED TO BE ALMOST PROTECTING ME?

OOOMMPPHH

THE DEMON MUST DIE!

YOUR *DEATH*-- MY *VENGEANCE* ARE ALL THAT I CAN HAVE NOW THAT *PARKER* IS GONE.

PARKER *GONE*?!?

HE *THINKS* I'M SOMEONE ELSE... AND HE MEANS TO *KILL* ME!!

WHA

AMM

ACT *FAST* AND ACT *HARD*, PETER, OR YOUR NEW BABY MAY BE BORN *WITHOUT* A FATHER.

NOOOOO!!

NO *SIGN* OF KAINE! HE GOT AWAY *AGAIN*!!

I *WONDER* WHAT COULD HAVE CAUSED HIM TO *ATTACK* ME? I'LL BET...

YES!!

HIS BODY IS GONE!!

HAHAHAHA! I SEE YOU'VE FIGURED IT OUT, SPIDER.

MYSTERIO!! I THOUGHT SO!

MY SPIDER SENSE NEVER RESPONDS TO HIS ATTACKS.

I HAD HOPED TO HAVE THE IMMENSE PLEASURE OF SEEING YOU BOTH KILL EACH OTHER. YOU SEEM TO HAVE RECOVERED TOO QUICKLY FROM MY HALLUCINOGEN GAS.

I MUST HAVE MISCALCULATED THE DOSE.

AH, WELL...

...BETTER LUCK NEXT TIME.

IF I'M LUCKY, I'LL GET YOU, KAINE AND SPIDER-MAN ALL IN ONE FELL SWOOP.

HAHAHAHA

HAHAHA

GONE.

MARY JANE.

KAINE!! WHAT IF HE GOES AFTER HER AGAIN?

I'VE GOT TO FIND HIM OR I'LL NEVER FEEL MY FAMILY IS SAFE.

AFTER ALL THAT...THEN I'VE STILL GOT TO HELP...

...BEN REILLY!!

LATER THAT NIGHT AT THE SITE OF THE CLIMACTIC BATTLE BETWEEN SPIDER-MAN, THE SCARLET SPIDER AND THE THIRD PETER PARKER,* SCRIER, THE MYSTERIOUS ALLY OF JUDAS TRAVELLER, SKULKS ONTO THE SCENE...

THIS IS *ONE* PLAN WE SET INTO MOTION THAT DID *NOT* TURN OUT *AT ALL* AS WE HAD EXPECTED.

*SEE **SPEC#224** FOR MORE DETAILS, --DANNY

AND WHAT OF THIS *THIRD* PARKER?

HE *MAY* HAVE HIS USES STILL.

WE SHALL SEE.

POLICE LINE / DO NOT CROSS

VERY SOON.

POLICE LINE / DO NOT CROSS

WHO *DID* I SEE AT RYKER'S ISLAND THIS MORNING?

IT *WASN'T* PETER!

THE *SCARLET SPIDER* LEFT PART OF THE OLD *BLACK* SPIDER-MAN COSTUME WITH THE POLICE WHEN HE STOPPED TO HELP AT THE BUILDING *THE BEETLE* DAMAGED EARLIER TODAY.

DAILY BUGLE

RLET SPIDER
IDS POLICE

AND I *JUST* FINISHED WATCHING THE SCARLET SPIDER IN ACTION AGAINST THE *SINISTER SEVEN* ON THE NEWS.

THAT WAS PETER, I *KNOW* IT WAS.

SO *WHO* IS THAT IN JAIL?!?

NOK NOK

WHO COULD *THAT* BE?

OH...

FELICIA...I KNOW WE'RE NOT THE *BEST* OF FRIENDS, BUT I NEED *HELP*, AND I NEED SOMEONE TO TALK TO.

MARY JANE...?

PLEASE, COME IN.

CONTINUED IN THE GIANT-SIZED WEB OF SPIDER-MAN #125! FEATURING A 3-D, LIVE-ACTION HOLODISC OF SCARLET SPIDER ON ITS COVER!

THE MORNING AFTER

I WAS SIXTEEN.

BLOOD GUSHING IN MY EARS.

HEART POUNDING WITH HATE AND RAGE.

I HAD FOUND MY UNCLE'S KILLER.

THAT NIGHT, A BOY BECAME A MAN.

J.M. DEMATTEIS PLOT
STAN LEE SCRIPT
TOM GRUMMETT PENCILS
AL MILGROM INKER
CHIA-CHI WANG COLORS
DANNY FINGEROTH EDITOR
RICHARD STARKINGS COMICRAFT LETTERING
BOB BUDIANSKY EDITOR IN CHIEF

IT WAS DARK. I COULDN'T MAKE OUT HIS FEATURES.

WHO CARED WHAT HE LOOKED LIKE?

I WANTED REVENGE.

NO WAY COULD HE ESCAPE ME!

FREAK! I'LL GLIN YA DOWN!

YEAH --

-- WHEN HELL FREEZES OVER!

I WANTED TO DO TO HIM --

-- WHAT HE DID TO BEN PARKER.

BUT, SECONDS LATER, SOMETHING STOPPED ME.

THAT FACE! HE'S THE BURGLAR I COULD HAVE CAUGHT YESTERDAY -- BUT I LET HIM ESCAPE!

IF I HADN'T --

-- UNCLE BEN WOULD STILL BE *ALIVE!*

IT WAS AS IF I HAD KILLED MY UNCLE.

THEN I WOKE UP.

UNCLE BEN!

BUT I'D NEVER HEAR HIS VOICE AGAIN.

I KNEW I'D BEAR THE BURDEN OF MY GUILT FOREVER.

AND THE NIGHTMARES WOULD NEVER END.

BUT MY TORMENT COULDN'T COMPARE TO THAT OF BEN PARKER'S WIDOW.

AUNT MAY.

WITHOUT HER HUSBAND, HOW WOULD SHE COPE?

WOULD SHE EVEN WANT TO?

I'M TO BLAME. FOR EVERY-THING.

I FELT I HAD TO LEAVE, GET OUT OF HER LIFE.

I'D DONE *ENOUGH* DAMAGE.

BUT THEN...

NO! THAT'S THE COWARDLY WAY.

SHE NEEDS ME NOW, MORE THAN EVER.

NO MATTER HOW HARD IT WOULD BE, NO MATTER HOW HEAVY MY GUILT...

...I KNEW I HAD TO FACE HER.

I HAD TO LIVE WITH WHAT I HAD DONE.

BEN... WHY WERE YOU TAKEN FROM ME?

YOU CAN'T BE DEAD -- YOU *CAN'T.*

IT DIDN'T HAPPEN.

I WON'T *BELIEVE* IT HAPPENED.

EVEN THOUGH -- YOU DIED IN MY ARMS.

BEN! YOU'RE BACK! YOU'RE ALIVE! I KNEW IT!

NO, AUNT MAY...

IT'S ONLY ME.

DEAR LORD, I HAD HURT HER AGAIN -- GIVEN HER FALSE HOPE.

I JUST CAME DOWN TO TALK TO YOU.

I THOUGHT... YOU SHOULDN'T BE ALONE.

ALONE? I'VE NEVER FELT SO ALONE.

HE'S GONE, PETER. WE'VE LOST HIM. FOREVER.

HE WAS HER LIFE, HER REASON FOR BEING.

AND NOW, THANKS TO ME, SHE HAD NO ONE.

NO. THAT WAS WRONG. SHE *DID* HAVE SOMEONE.

YOU'VE GOT *ME!*

I SWORE TO MYSELF THAT I'D BE THERE FOR HER.

ALWAYS.

THEN THE IDEA HIT ME.

IF I TOLD HER I WAS SPIDER-MAN, IT MIGHT MAKE HER PROUD.

LOOK, AUNT MAY.

AT LEAST THE KILLER WAS CAUGHT -- BY SPIDER-MAN.

HER REACTION STARTLED ME.

DAILY BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

SPIDER-MA

CATCHES KILL

MURDERER OF QUEE

MAN APPREHENDED

SPIDER-MAN? WHO CARES ABOUT SOME FREAK IN A COSTUME?

HE ONLY DID WHAT HE DID FOR THE PUBLICITY!

DAILY BUGLE

SPIDE

MAN

HER GRIEF HAD TURNED TO ANGER. SHE HAD TO LASH OUT -- AT ANYONE.

DO YOU THINK BEN PARKER MEANT *ANYTHING* TO HIM?

HE USED MY HUSBAND'S DEATH TO BUILD HIS OWN REPUTATION.

NEVER MENTION HIM TO ME AGAIN!

FORGIVE MY OUTBURST, DEAR. I KNOW YOU'RE HURTING, TOO.

I KNOW HOW MUCH BEN MEANT TO YOU.

AND HOW MUCH YOU MEANT TO HIM.

THERE WAS SOMETHING ELSE I KNEW...

...I KNEW I COULD NEVER TELL HER THAT I WAS SPIDER-MAN.

YOU'VE BEEN UP ALL NIGHT, AUNT MAY.

TRY TO GET SOME SLEEP.

YES. I THINK I WILL, DEAR.

I'LL GO TO MY ROOM...

...THEN GET INTO BED AND SHUT MY EYES.

ALTHOUGH I WONDER...

...IF I'LL EVER SLEEP AGAIN.

AS I WATCHED HER TRUDGING SLOWLY UP THE STAIRS, I SWORE A SOLEMN VOW...

I'LL SPEND MY LIFE MAKING AMENDS FOR SHIRKING MY RESPONSIBILITY --

-- FOR NOT STOPPING THAT BURGLAR WHEN I COULD HAVE.

AND SOMEDAY, SOMEHOW, I'LL FIND THE COURAGE TO TELL AUNT MAY THE TRUTH ABOUT SPIDER-MAN.

...I LEARNED THAT SHE HAD KNOWN, AND SHE WAS *PROUD*.

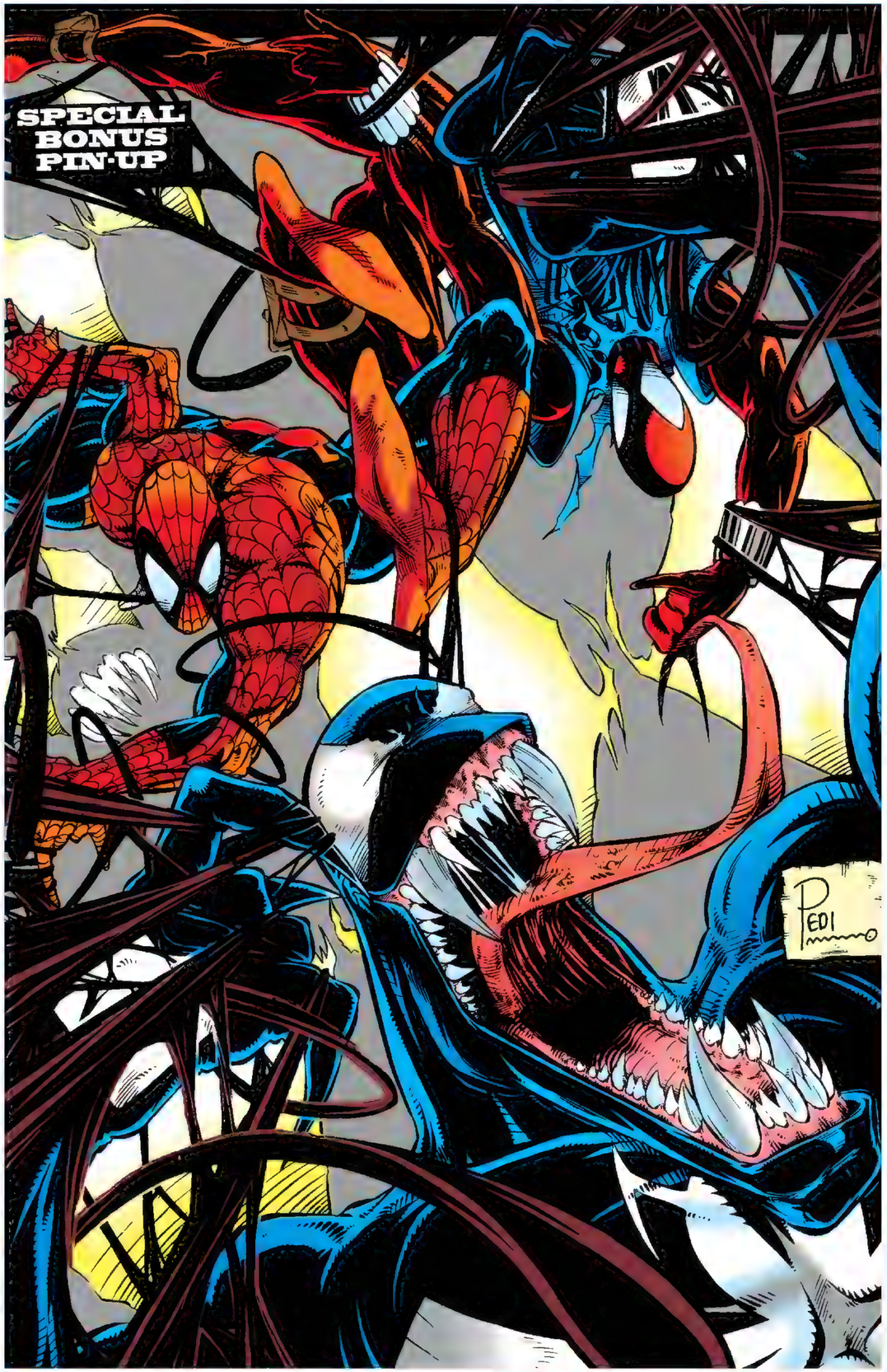
AND THAT KNOWLEDGE WILL WARM MY HEART...

YEARS LATER, I LEARNED I DIDN'T HAVE TO TELL HER...

...TILL THE DAY I DIE.

SPIDER-MAN #57 DELUXE EDITION DIE-CUT UNDERCOVER

SPECTACULAR SPIDER-MAN #223 DELUXE EDITION DIE-CUT UNDERCOVER


SPECIAL
BONUS
PIN-UP
PEDI

PIN-UP GALLERY
Pencils and inks: Pat Broderick Colors: Paul Becton

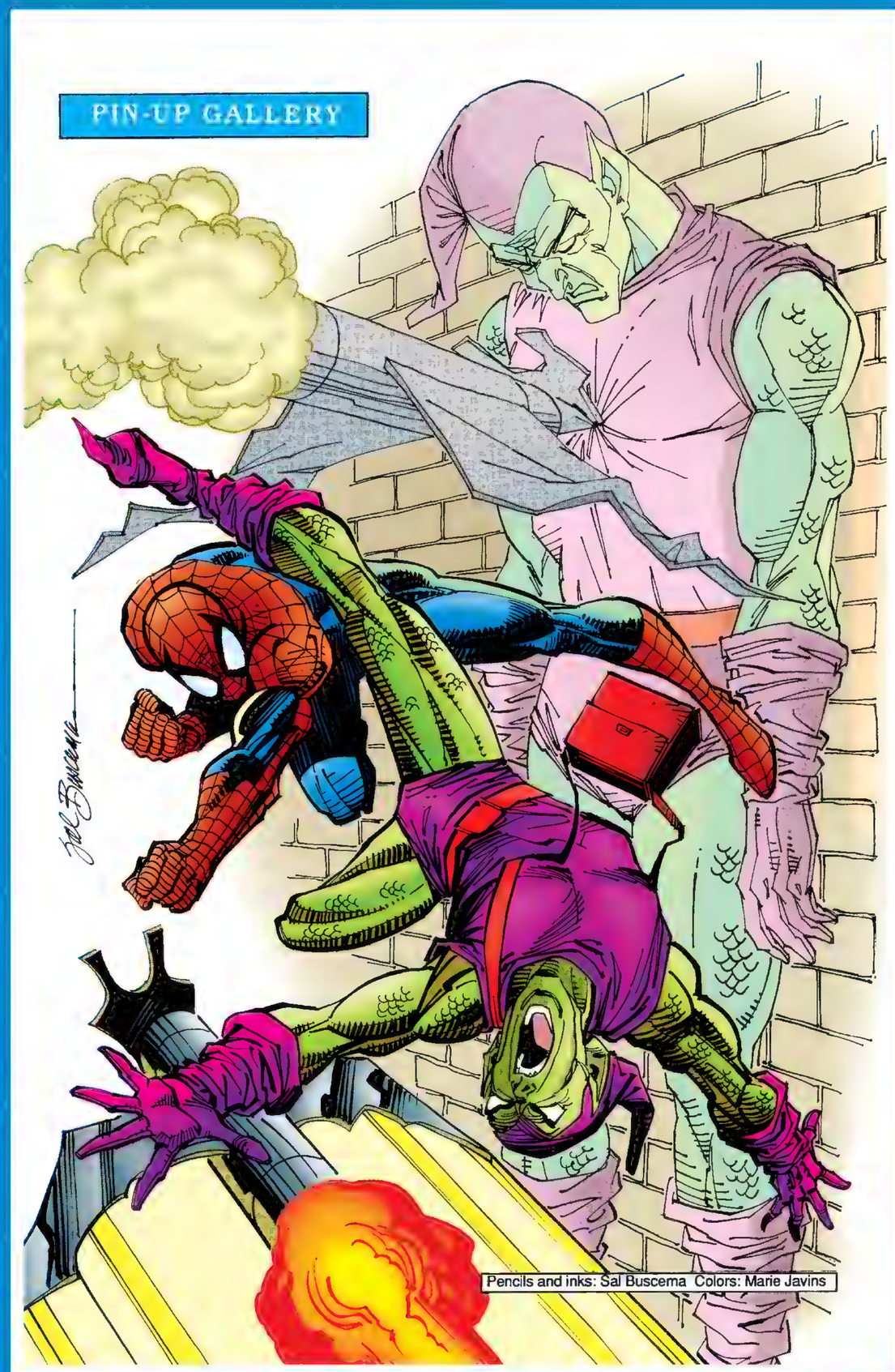
PIN-UP GALLERY
MIKE DEODATO JR.
Pencils and inks: Mike Deodato Colors: Nel Yomtov

PIN-UP GALLERY
LABAT N' PALMIOTTI '95
Pencils: Yancy Labat Inks: Jimmy Palmiotti Colors: Nel Yomtov

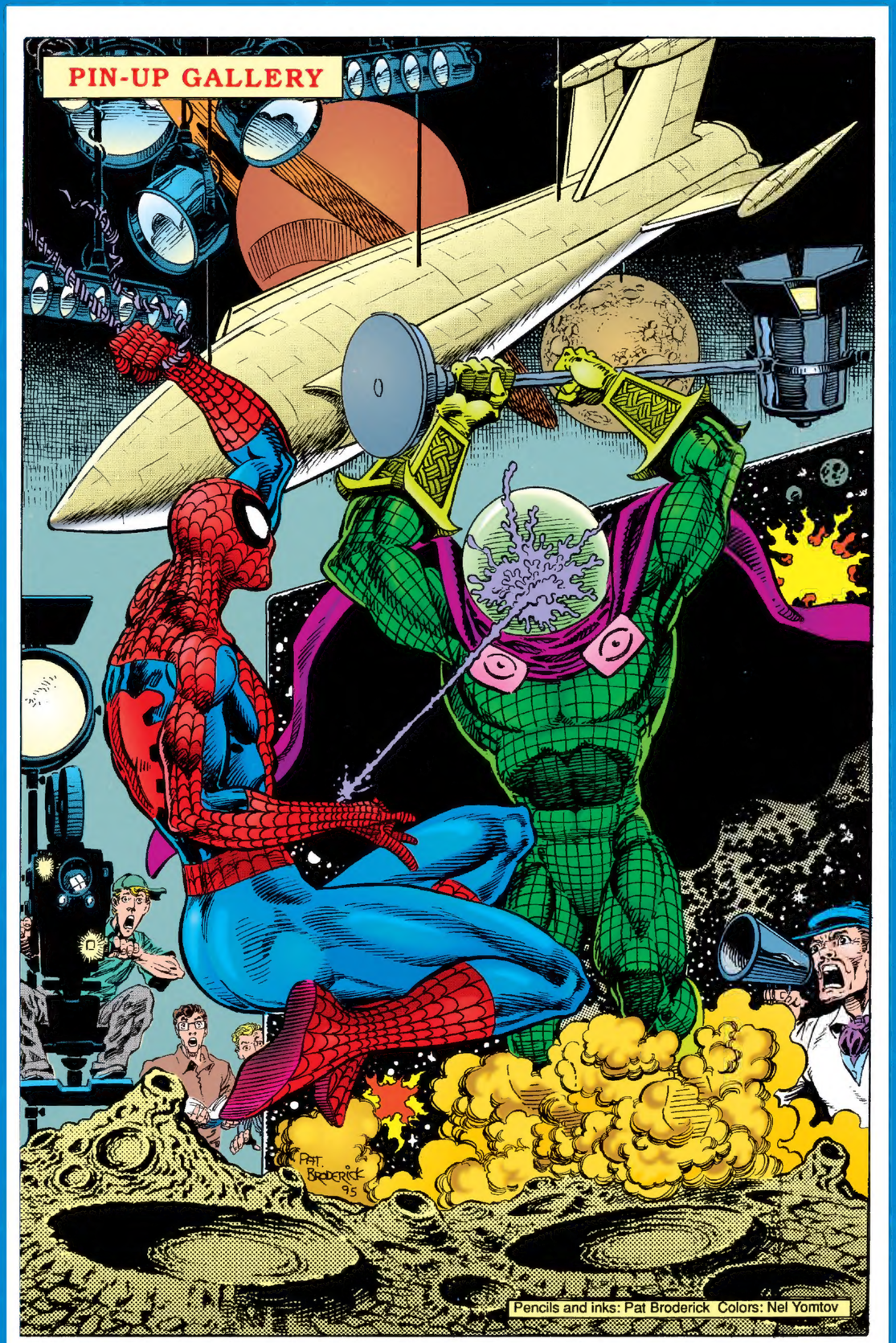
Pencils: Mike Wieringo Inks: John Lowe Colors: Paul Becton

Pencils and inks: Steve Epting Colors: Paul Becton

Pencils and inks: Fred Haynes Colors: Nel Yomtov
PIN-UP GALLERY


PIN-UP GALLERY
Pencils and inks: Sal Buscema Colors: Marie Javins

PIN-UP GALLERY
Pencils and inks: Sal Buscema Colors: Marie Javins


PIN-UP GALLERY
PAT. BRODERICK 95
Pencils and inks: Pat Broderick Colors: Nel Yomtov

PIN-UP GALLERY

IT CONTINUES HERE!

Clones, and jackals and symbiotes — oh my! Spider-Man's clone is back, costumed as the Scarlet Spider, and neither is sure which is the genuine article! Will the real Peter Parker please stand up? Plus: Aunt May on her death bed! Mary Jane pregnant! Peter arrested for murder!

The true origin of Venom revealed as Symbiotes invade the planet! The Lizard! Electro! Shriek! And more!

Don't miss one of the most controversial Spider-Man stories of all time!

Collecting Amazing Spider-Man #400-401; *Amazing Spider-Man Super Special* #1; *Peter Parker, the Spectacular Spider-Man* #222-224; *Peter Parker, the Spectacular Spider-Man Super Special* #1; *Spider-Man* #57-58; *Spider-Man: The Clone Journal*; *Spider-Man Super Special* #1; *Spider-Man Unlimited* #9; *Web of Spider-Man* #123-124; *Web of Spider-Man Super Special* #1; and *Venom Super Special* #1— written by Tom DeFalco, J.M. DeMatteis, Terry Kavanaugh, Stan Lee, Tom Lyle, Howard Mackie and David Michelinie ; and illustrated by Mark Bagley, Robert Brown, Sal Buscema, Steven Butler, Ron Garney, Tom Grummett, Dave Hoover, Kyle Hotz, Steve Lightle, Ron Lim, Tom Lyle, Darick Robertson, John Romita Jr., Bill Sienkiewicz, Tod Smith and Joe St. Pierre.

MARVEL

ZONE